

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
FORT LAUDERDALE DIVISION

SECURITIES AND EXCHANGE)
COMMISSION,)
)
Plaintiff,)
)
vs.) CASE NO.:
) 22-61699-CIV-MARTINEZ-BECERRA
PROFILE SOLUTIONS, INC.)
DAN ORAN, AND)
LEONARD M. TUCKER,)
)
Defendants.)
_____)

VIDEO RECORDED DEPOSITION OF LEONARD M. TUCKER
taken before Ashley Munoz, Florida Professional
Reporter, Notary Public in and for the State
of Florida at Large, pursuant to Notice of
Taking Deposition filed in the above case, on
June 6, 2023, commencing at 11:22 a.m. and
ending at 2:11 p.m.

JOB No. 230606JRE

1 APPEARANCES:

2 ON BEHALF OF THE PLAINTIFF:

3 SECURITIES AND EXCHANGE COMMISSION
4 801 Brickell Avenue, Suite 1950
5 Miami, Florida 33131
6 BY: Amie R. Berlin, Esquire

7 ON BEHALF OF THE DEFENDANT LEONARD TUCKER:

8 LAW OFFICES OF MARK C. PERRY, P.A.
9 6245 North Federal Highway, Suite 321
10 Fort Lauderdale, Florida 33308
11 BY: Mark C. Perry, Esquire

12 ALSO PRESENT:

13 DICKINSON WRIGHT
14 424 Church Street, Suite 800
15 Nashville, Tennessee 37219
16 BY: Frank Borger Gilligan, Esquire

17 David Zeeber, Videographer
18
19
20
21
22
23
24
25

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

I N D E X

WITNESS:	EXAMINATION	PAGE
LEONARD M. TUCKER		
	By Ms. Berlin	5
	By Mr. Perry	184

EXHIBITS

EXHIBIT NO.	DESCRIPTION	PAGE
Exhibit 2	Form S-1; 59 pages	35
Exhibit 3	Order of Suspension of Trading; 2 pages	78
Exhibit 4	InvestorsHub; 2 pages	86
Exhibit 5	Answer to affirmative Defenses; 53 pages	111
Exhibit 6	Tweet; 1 page	145
Exhibit 7	Press release Israel; 4 pages	65
Exhibit 8	Tweet; 1 page	154
Exhibit 9	Tweet; 1 page	125

1 Miami, Florida, Tuesday, June 6, 2023

2 11:22 a.m. - 2:11 p.m.

3
4 THE VIDEOGRAPHER: This is the
5 videotaped deposition of Leonard M. Tucker,
6 taken in the matter of Securities and
7 Exchange Commission vs. Profile Solutions
8 Inc., et al. This deposition is being
9 held at 801 Brickell Avenue, Suite 1950
10 Miami, Florida.

11 Today's date is June 6, 2023. The
12 time is 11:22 a.m.

13 Would counsel now please introduce
14 themselves.

15 MS. BERLIN: Amie Riggle Berlin,
16 senior trial counsel, on behalf of the U.S.
17 Securities and Exchange Commission.

18 MR. PERRY: Mark Perry on behalf of
19 Leonard M. Tucker.

20 MR. GILLIGAN: Frank Borger Gilligan
21 from Dickinson Wright, and I'm dialing in.

22 Thereupon,

23 LEONARD TUCKER,
24 was called as a witness and, having been first duly
25 sworn, was examined and testified as follows:

1 DIRECT EXAMINATION

2 BY MS. BERLIN:

3 Q. Okay. Mr. Tucker, my name is Amie
4 Berlin. If you need to take a break at any time,
5 just let me know, and we'll do that.

6 A. Okay.

7 Q. And similarly, if any question I ask
8 you is unclear, just let me know, and I'll do my
9 best to reword it for you.

10 A. Okay.

11 Q. Okay. And where are you currently
12 working?

13 A. Boca Raton.

14 Q. Okay. And that's a city?

15 A. Yes, in Florida.

16 Q. Okay. And so for what entities are
17 you currently working?

18 A. Leonard Tucker, LLC.

19 Q. And what is that?

20 A. It's a business advisory service.

21 Q. To provides consulting services?

22 A. Yes.

23 Q. Okay. To whom?

24 A. To various corporations.

25 Q. Please name them.

1 A. At this time, Quickstream Corporation;
2 Winners, Inc.; Clean Vision Corporation; Radar,
3 Inc.; Emergent Health Corporation; Maison LUX. And
4 I believe that's it.

5 Q. Have there been any other entities for
6 which you've provided services during the year
7 2023?

8 A. I don't believe so.

9 Q. Is Leonard Tucker, LLC, your source --
10 sole source of income?

11 A. Yes.

12 Q. Are any of the entities that you just
13 identified for which you provide services in the
14 business of doing any sort of securities or
15 promissory note offering?

16 A. Could you repeat the question.

17 Q. So the entities you identified,
18 Consulting Services, Inc.; Clickstream Corp.;
19 Winners, Inc.; Clean Vision Corp.; Radar, Inc.;
20 Emergent Health Corp.; and Maison LUX, I will like
21 -- I will refer to those as your clients.

22 Do you understand?

23 A. Yes, I do.

24 Q. Do any of your clients have securities
25 offerings at this time?

1 A. Yes.

2 Q. Which ones?

3 A. Emergent Health does -- Emergent
4 Health Corporation; Winners, Inc.; Quickstream
5 Corporation.

6 Q. Uh-huh.

7 A. Maison LUX. I believe that's -- I'm
8 really not sure. I believe that's all.

9 Q. Are any of your clients publicly
10 traded?

11 A. Yes, they are.

12 Q. Which ones?

13 A. All of them.

14 Q. Okay. What kind of services are you
15 providing?

16 A. Business advisory services.

17 Q. What do you mean by that?

18 A. I help with the public company
19 functions, I work as the liaison between the
20 issuers and their various attorneys, accountants,
21 auditors, OTC markets, escrow agents, shareholders.

22 Q. So you're the liaison between --

23 A. Trans- -- transfer agents also, I'm
24 sorry.

25 Q. I'm sorry. Didn't mean to interrupt

1 you. Anything else?

2 A. In addition to those functions,
3 overall business advisory.

4 Q. What do you mean by that?

5 A. I review business plans that they may
6 have. I review pro formas they may have or
7 projections they may have to give my opinion.

8 Q. Do you review marketing materials?

9 A. I would say that I -- I don't believe
10 I review them, no.

11 Q. Do you draft press releases?

12 A. No.

13 Q. Do you review any of their SEC
14 filings?

15 A. Yes.

16 Q. Why?

17 A. To get a better understanding of what
18 the company does and part of my -- my role with the
19 companies.

20 Q. Do you give feedback on the filings?

21 A. Yes.

22 Q. Do you draft them?

23 A. No.

24 Q. Are you identified as a consultant to
25 investors in any of your clients' companies?

1 A. Yes. My role is disclosed in all of
2 the various companies.

3 Q. Do you own a percentage of shares in
4 any of your clients' entities?

5 A. Yes, I do.

6 Q. What percentage of shares do you have
7 for consulting services?

8 MR. PERRY: Objection, vague.

9 THE WITNESS: I -- I don't know off
10 the top of my head, though, all of them. I
11 -- I don't know.

12 BY MS. BERLIN:

13 Q. You don't know?

14 A. I don't know the exact percentage.

15 Q. For any of them? For any of your
16 clients?

17 A. I -- there with Radar, I own
18 4.99 percent.

19 Q. Any others?

20 A. Clean Vision, 20 percent. Actually
21 less than 20 percent. I'm sorry. I think it comes
22 out to like 13 1/3rd percent. .1333, I believe is
23 what I own at Clean Vision. Quickstream, I'm not
24 sure. I -- I know its under 10 percent, I believe.
25 Winners, Inc., I believe, is under 10 percent.

1 Q. And why do you have a -- a percentage
2 of -- of shares? Did you purchase the shares in
3 each of your clients' entities?

4 A. I received the shares and the various
5 entities pursuant to my advisory agreements, the
6 services provided or to be provided.

7 Q. So in exchange for the services you
8 provide, you receive shares in each of the client,
9 entities; is that correct?

10 A. Shares and cash.

11 Q. Do you interact with the investors in
12 any of your clients' entities?

13 A. Yes, I do. Not all of them, but yes,
14 I do at times.

15 Q. Okay. For what purpose?

16 A. Mostly in an administrative capacity
17 to help with the paperwork.

18 Q. What paperwork?

19 A. Subscription agreements, legal
20 opinions that would come from counsel to issue
21 shares. Transfer agent to have shares issued.
22 Escrow agent if there were escrow agents involved.

23 Q. I'm going to stop you.

24 A. I'm sorry.

25 Q. My question was whether you interacted

1 with the clients' investors. Did you understand
2 the question correctly? You're telling me that you
3 speak with escrow agents, but I'm -- I'm asking
4 about your communications with the clients'
5 investors.

6 Do you understand?

7 A. Yes. I'm sorry. I thought you asked
8 what I did for them or -- or my communication, I'm
9 sorry.

10 Q. Tell me about your communications with
11 your clients' investors. What do you communicate
12 with them about?

13 A. I was the liaison with the paperwork.

14 Q. And by "paperwork," you mean the
15 subscription agreements and other offering
16 agreements?

17 A. Yes.

18 Q. Do any of your clients have promissory
19 note offerings?

20 A. I don't believe so at this time. I
21 don't believe so.

22 Q. Do they have PPMs, meaning private
23 placement memoranda?

24 A. Regulation A offerings under the
25 Securities Act of 33. Reg A offerings.

1 Q. Again, do they have private -- do any
2 of them distribute or circulate private placement
3 memoranda to potential investors?

4 A. I don't know.

5 Q. In connection with the subscription
6 agreement communications with your clients and
7 investors, tell me about the nature of those
8 discussions.

9 A. My role was to send them out to -- you
10 know, send out to the clients, to the
11 shareholders -- potential shareholders to review.
12 If the shareholders want to go through it and the
13 issuer wanted to go through it with them, I would
14 send everything out through DocuSign for their
15 respective parties to execute.

16 Q. And who tells you at -- at your -- for
17 each of your clients who tells you the names and
18 contact information for the potential shareholders
19 you should send the offering documents to?

20 MR. PERRY: Form.

21 THE WITNESS: The --

22 BY MS. BERLIN:

23 Q. Do you understand the question?

24 A. Yes, I do. I was thinking. Either
25 the -- either the CEO or the respective investor.

1 Q. You mean a respective investor would
2 contact you directly?

3 A. Yes.

4 Q. How would they get your contact
5 information?

6 A. Most of the investors I know for
7 years. I know them. I know them.

8 Q. For all off your clients?

9 A. Pretty much. Pretty much, yes.

10 Q. But these are public trade -- publicly
11 traded entities?

12 A. Yes, they are.

13 Q. But you know most or all of the
14 investors personally?

15 A. Pretty much, yes. When -- when you
16 say "personal," what does that mean "personally"?

17 Q. I thought you just testified that you
18 know most of the investors and have for years.

19 Did I understand you correctly?

20 A. I -- I have business relationships,
21 but I'm not -- that's why I was asking what you
22 meant by "personally." They're not personal
23 friends, but I have business relationships with
24 them --

25 Q. So you know them in a personal or a

1 capacity, correct?

2 A. A business capacity.

3 MR. PERRY: Objection. Form.

4 BY MS. PERRY:

5 Q. I'm sorry?

6 A. In a business capacity, yes.

7 Q. So how did these investors learn about
8 the offerings or the investments about which they
9 contact you?

10 A. When a company files a Reg A offering,
11 it becomes public information, and the investors
12 that I know are all hedge funds. And when an
13 offering is qualified, you know, by the commission,
14 they call the issuer, and the issuer has them
15 contact me. The issuer refers them to me as part
16 of my role with these issuers, various issuers.

17 Q. And so you're -- is it your testimony
18 that these clients learn about it, that's because
19 of the -- the filing with the SEC. And they just
20 sort of randomly see it, and then somehow it's
21 always your investment?

22 A. They don't randomly see it. That's
23 their business. That's what they I do. It's not a
24 ran- -- it's -- it's definitely not a random act,
25 it's what they do. They're -- there are -- they

1 know these offerings when they're coming out right
2 away. They know.

3 Q. They don't hear it from you?

4 A. No. No.

5 Q. So if I call the -- all of the
6 investors in your clients' companies, not a single
7 one is going to tell me they heard about the
8 investment through you?

9 MR. PERRY: Objection. Form.

10 BY MS. BERLIN:

11 Q. Am I understanding you correctly?

12 A. You're saying everyone. That's
13 typically the way it goes. They see -- they see
14 that the company has filed a Reg A offer --

15 Q. That's not my question. I'm going to
16 stop you.

17 A. I'm sorry.

18 Q. If I contact every one of the
19 investors at your client companies, am I correct in
20 understanding that not a single one is going to
21 tell me they heard about the investment through
22 you?

23 MR. PERRY: Objection. Form.

24 THE WITNESS: I don't know. I don't
25 know. I don't know if that's a true -- I

1 don't know if that's a true statement.

2 BY MS. BERLIN:

3 Q. Well, have you ever told any of the
4 investors in your clients' entities -- have you
5 ever told anyone about the investment
6 opportunities?

7 MR. PERRY: Objection. Form.

8 THE WITNESS: I don't sell any of
9 these investment opportunities, no.

10 BY MS. BERLIN:

11 Q. That's not my question.

12 A. Okay. Sorry.

13 Q. Please answer the question. My
14 question was, have you ever told any potential
15 investor about the investment opportunity in one of
16 your clients' entities?

17 A. Yes.

18 Q. And is that part of the consulting
19 services that you provide?

20 A. Yes.

21 Q. And how do you go about telling
22 people? Is it by phone or in personal meetings or
23 otherwise?

24 A. By phone.

25 Q. And how do you decide who to call

1 about a particular investment offering?

2 A. I -- I don't call. They -- they find
3 out about it, and they call me. I only have a
4 handful of investors that I with, and they call me.

5 Q. Where do you work on a day-to-day
6 basis, meaning physically?

7 A. At this time, from my house.

8 Q. At any time in 2023, have you worked
9 any -- out of any physical location other than your
10 home?

11 A. No.

12 Q. What about in 2022?

13 A. I don't believe so.

14 Q. In connection with Profile Solutions,
15 where did you conduct your work physically?

16 MR. PERRY: Objection to form.

17 BY MS. BERLIN:

18 Q. Do you understand the question?

19 A. Yes, I do. Either out of -- out of my
20 home or out of Profile's offices.

21 Q. And where were those located?

22 A. In Sunrise.

23 Q. And you testified during the SEC's
24 investigation of this case, and when I say "this
25 case," I mean the SEC civil case against you that's

1 pending in district court.

2 Do you understand what I mean by "this
3 case"?

4 A. Yes.

5 Q. Okay. The SEC took your investigative
6 testimony during the investigation in this case,
7 correct?

8 A. Yes.

9 Q. And you recall that occurring?

10 A. Yes.

11 Q. And you were represented by counsel at
12 that time?

13 A. Yes.

14 Q. And they attended with you?

15 A. Yes.

16 Q. And did you testify truthfully under
17 oath that day?

18 A. Yes, I did.

19 Q. And that remains your testimony today?

20 MR. PERRY: Objection to form.

21 THE WITNESS: I believe so.

22 BY MS. BERLIN:

23 Q. Tell me when you commenced work for
24 Profile Solutions.

25 A. I -- I honestly don't remember the

1 date that I started working there.

2 Q. Year?

3 A. In 2017. I'm not sure if that's
4 correct.

5 Q. How did you come about working there?

6 A. I was introduced to Dan Oran by
7 Elizabeth Kowalski.

8 Q. What was Profile Solutions in the
9 business of doing?

10 A. Well, initially when I went to work
11 for Dan Oran, there was no Profile Solutions. I
12 went to work for Elite Products International.

13 Q. I understand. Elite Products
14 International is a subsid- -- was a subsidiary of
15 Profile Solutions; is that correct?

16 A. It was, but not initially. I went to
17 work for Elite, and Dan wants it to go public. So
18 Dan was looking for a public company to reverse and
19 merge into, so we found Profile Solutions, Inc.,
20 which was an existing business.

21 I don't remember their exact business,
22 but the public company was for sale. And Dan
23 purchased Profile Solutions and merged Elite into
24 Profile.

25 Q. When you refer to "Dan," is that

1 Dan Oran?

2 A. Yes.

3 Q. And any time you refer to Dan today,
4 I'm going to understand you mean Dan Oran, unless
5 you specify otherwise.

6 Do you understand?

7 A. Yes, I do.

8 Q. Thank you. Was Profile Solutions
9 directly or through its subsidiary, Elite, was it
10 in the -- in business relating to the cannabis
11 industry?

12 A. Yes, it was. I believe it still is.

13 Q. Who worked there during the time that
14 you worked -- that you conducted work for Profile
15 Solutions?

16 A. Dan, Robbie Hicks; Rebecca Mocca, I
17 believe her last name is; Galid Sahiv; if I'm
18 pronouncing it correctly. Vladimir Tikiakov.
19 Dan's wife. I believe Vladimir's wife worked there
20 also. I can't think of her name. Shamone Fema.
21 They had like six or seven other employees. I
22 don't know all of their names.

23 Q. Going back briefly to your -- the list
24 of clients that you provided me at the beginning,
25 which I -- I identified and defined. It was

1 Consulting Services, Inc.; Quickstream Corp.;
2 Winners, Inc.; Clean Vision Corporate, Inc.;
3 Emergent Health Corp.; and Maison LUX.

4 Those are your clients, correct?

5 A. Correct.

6 Q. Are all of those penny stocks?

7 A. Yes, they are.

8 Q. Anyone else work at Profile Solutions?

9 A. At this time or then?

10 Q. During the time you were conducting
11 work for Profile Solutions, did anyone else work
12 there that you haven't identified already?

13 A. Yes. Yes. You know, also the
14 attorney, Eddie Murieli.

15 Q. Spell his last name if you can.

16 A. M-U-R-I-E-L-I. I don't know if all of
17 these people were employees or independent
18 contractors, but these are people that, to the best
19 of any knowledge, worked --

20 Q. Anyone else?

21 A. -- in some capacity in the company.
22 Dan had a couple of IT guys, one who passed away.
23 I can't think of his name. I -- I'm not sure the
24 IT guys' names. He had two different IT
25 technicians who worked at the company also. There

1 were like five or six people. I don't know their
2 names. They were packing and shipping cannabis
3 products from the office. I don't know their
4 names. He had a salesperson. I wasn't really
5 involved with that part of it.

6 Q. And when you say "salesperson," you
7 mean on the retail side of selling the drug
8 products?

9 MR. PERRY: Objection to form.

10 THE WITNESS: Selling the -- the
11 cannabis, you know, products to, you know,
12 retail stores. They would go to trade
13 shows or with people to trade shows. I
14 don't know the -- all of those people's
15 names. They worked in the office, and I
16 don't really know their names.

17 BY MS. BERLIN:

18 Q. Okay. And -- and the people whose
19 names you don't know, they -- again, they were on
20 the retail side, meaning they were selling the
21 cannabis marijuana products to entities, rather
22 than being involved in the investment side.

23 Am I understanding correctly?

24 A. The accountant was Anna Berman. They
25 had an auditor, Daszcal Bolton (ph).

1 Q. Say the name.

2 A. Which one? The Anna Berman or the
3 Bolton or Daszcal Bolton?

4 Q. The -- the auditor, can you spell it?

5 A. Yes. D-A-S-Z-C-A-L, Daszcal. Bolton,
6 B-O-L-T-O-N.

7 Q. Okay. And did he -- or she -- is that
8 a male or a female?

9 A. That's the name of the company.

10 Q. Okay. So I'm -- I'm sorry. I was
11 asking who worked for the business. You're saying
12 this is the auditor company that they hired?

13 A. Right. Right. And they had a -- an
14 audit manager, and I can't think of his name.

15 Q. Okay. So let's go back. I'm asking
16 about who -- who worked there on a day-to-day
17 basis, not the external people they may have hired
18 for legal and consulting purposes, so if you -- at
19 Profile Solutions were either agent or employees or
20 consultants of the firm.

21 Do you understand?

22 A. Yes.

23 Q. Okay. So we have Robbie Hicks,
24 Rebecca Mocca, Dalik Sahiv, Vladimir Ku- -- Yakov.

25 A. Yakov. Yakov.

1 Q. Dan Oran and his wife.

2 A. Yes.

3 Q. Anna Berman, she worked on site or no?

4 A. No. She's outsource CFO.

5 Q. I'm sorry?

6 A. Outsourced CFO.

7 Q. Outsourced --

8 A. Right.

9 Q. -- CFO?

10 A. She was not, you know, on premises.

11 Q. And Eddie Murieli, the attorney?

12 A. Right. He was on the board of
13 directors.

14 Q. Understood. And also not on site?

15 A. On -- correct.

16 Q. What did Robbie Hicks do at the
17 company?

18 A. She was Dan's administrative
19 assistant. To the best of my knowledge, she would
20 pay the bills that Danny would instruct to be paid.
21 She would organize Danny's e-mails. She would
22 organize Danny's agreements. She would make
23 Danny's travel arrangements.

24 Q. Did she also work with you?

25 A. Not really. No, I had -- I had no

1 authority over her. There's nothing that I would
2 ask her to do for me. She didn't work for me.

3 Q. So the answer is no?

4 A. No. I'm just thinking out loud, so I
5 apologize.

6 Q. Okay. And then Vladimir was in charge
7 of the website, correct?

8 A. No. Vladimir was involved -- Vladimir
9 boarded many of the shareholders. Vladimir is from
10 Russia. Vladimir boarded the investors for
11 profile, Dan and Vladimir. I had nothing to do
12 with any of the investors of Profile.

13 Q. And so why -- what was -- what is your
14 knowledge based on that Vladimir was the person who
15 was bringing in the investors?

16 A. They in- -- they introduced them to
17 me.

18 Q. Who's "they"?

19 A. Dan and Vladimir.

20 Q. They would introduce leads to you?

21 A. No. They would -- they would make
22 arrangements with investors, and they would have me
23 send the subscription agreements to the investors
24 and all the different documents that were required.
25 I had no negotiation or discussion --

1 Q. Okay.

2 A. -- with those investors.

3 Q. Okay. So they would bring potential
4 investors to you because you just testified you
5 would send them the subscription agreement. You
6 understand that someone's not an investor until
7 they've actually invested --

8 MR. PERRY: Objection to form.

9 BY MS. BERLIN:

10 Q. -- correct?

11 A. I -- I had different roles with
12 Profile than I did at the companies you asked me
13 about earlier. At Profile, I had no -- no -- no
14 agreement -- no -- no -- no -- sorry, no
15 involvement with any of the investors. Dan and/or
16 Vladimir, who were the investors, they would tell
17 me that so-and-so is putting \$50,000 or whatever,
18 you know, into Profile, to write it up. I would
19 write it up. I would send out the subscription
20 agreement.

21 At that time, we didn't have DocuSign,
22 so I would send everything out by e-mail. The
23 investors would sign, wire their money into
24 Profile's account. I wasn't involved in any of the
25 negotiations or discussions with any of those

1 investors.

2 Q. Okay. And Profile's a penny -- was a
3 penny stock, correct?

4 A. Yes.

5 Q. Okay. So when you say that Vladimir
6 would bring in the investors, do you mean these
7 people who were investing in the penny stock,
8 meaning the -- the outside public --

9 A. Vladimir --

10 Q. -- or are you talking about investors
11 who were -- who were investing through something
12 other than the penny stock offering?

13 MR. PERRY: Objection to form.

14 BY MS. BERLIN:

15 Q. Do you understand the question?

16 A. When I -- when I'm referring to an
17 investor, I'm referring to a subscriber, just to
18 qualify it. So the subscribers for the -- you
19 know, any of the investments, you know, came -- you
20 know, Vladimir introduced them from people that he
21 personally knew, or Dan introduced people that he
22 personally knew.

23 And typically, when they would come to
24 the office to discuss it with Dan, they was really
25 speaking Hebrew, and I did not understand it. It

1 wasn't my place to understand it or not understand
2 it. And when Vladimir brought people and they
3 would speak Russian, which is not my place to
4 understand it or not understand it. I was just the
5 scrivener of the documents after I was told that
6 they were invest- --

7 Q. I'm going to stop you. If you could
8 just answer my question --

9 A. Okay.

10 Q. -- okay?

11 MS. BERLIN: So can we read him back
12 the question.

13 (Requested portion read.)

14 THE WITNESS: Investors for the penny
15 stock offering.

16 BY MR. BERLIN:

17 Q. Okay. And other than Vladimir
18 introducing potential investors to the company for
19 the penny stock investment, were there other --
20 there were other methods of getting the word out
21 about the investment in Profile Solutions, correct?

22 MR. PERRY: Objection to form.

23 THE WITNESS: There is nothing that
24 was done to market the offering. The
25 offering never became effective, so it was

1 never marketed.

2 BY MS. BERLIN:

3 Q. Did Prof- -- Profile Solutions
4 advertise through Twitter, correct?

5 A. It had a Twitter account, yes.

6 Q. There were also people who posted on
7 Reddit and other online forums, correct?

8 MR. PERRY: Objection to form.

9 THE WITNESS: That I don't know. The
10 only one I was aware of is Twitter.

11 BY MS. BERLIN:

12 Q. There were press releases, correct?

13 A. Yes.

14 Q. And so is it your testimony today that
15 every investor in -- in Profile Solutions came
16 through either Vladimir or Dan Oran?

17 A. No, that's not what I was saying.

18 Q. Your -- am I understanding then that
19 Vladimir and Mr. Oran would introduce investors to
20 the firm?

21 MR. PERRY: Objection.

22 THE WITNESS: May I explain?

23 BY MS. BERLIN:

24 Q. Can -- can you just answer the
25 question I've asked. If the answer is a no, I'll

1 ask for clarification if I need it.

2 A. It -- its not a simple -- I can't -- I
3 can't tell -- I apologize. I can't answer --

4 Q. You can't answer the question --

5 A. No. No, because --

6 Q. -- whether they introduce people to
7 the firm? Okay.

8 A. There's -- there's two different types
9 of people, so I'm trying to explain.

10 Q. What are the two types of people?

11 A. Okay. There's investors who invest in
12 the company, and there's people who buy and sell
13 stock through stockbrokers. I would have no idea,
14 you know, who bought and sold stock through
15 stockbrokers.

16 Q. Okay. And -- and that -- that's my
17 question.

18 A. Okay.

19 Q. So you're not claiming that every
20 investor came through these two people, you're
21 simply testifying that they introduced the
22 potential investors to the firm?

23 A. To invest in the company. To put
24 money into the company, not necessarily put money
25 into -- through Merrill Lynch who are, you know,

1 whatever their stockbroker may be. I --

2 Q. Okay.

3 A. -- have -- have no idea of those
4 people.

5 Q. Okay. And if they -- if Dan and
6 Vladimir found someone who was interested in
7 investing or brought them into the office and told
8 them about the company and the potential investor
9 wanted to learn more, they would put that person in
10 contact with you for the offering documents,
11 correct?

12 A. My role is the offering documents, not
13 more information on the company. That was their
14 part of it.

15 Q. So -- correct, that you would then
16 send out the offering materials --

17 A. Yes.

18 Q. -- to the investor, yes?

19 A. Yes.

20 Q. Would you provide the potential
21 investors with the registration -- the copy of the
22 registration statements?

23 A. To the best of my memory, all of the
24 investors were prior to the offering. Nobody
25 purchased shares that -- that I'm aware of through

1 Dan and/or Vladimir from the S-1 registration. It
2 was all prior to.

3 To the best of my knowledge, they
4 purchased it through stock purchase agreements, not
5 even subscription agreements, stock purchase
6 agreements from Dan.

7 Q. Do you have an account on Reddit, or
8 have you ever?

9 A. I may have an account, but I -- I've
10 never posted on Re- -- I don't even know if I have
11 an account on Reddit. I may have opened one, but
12 I've never done anything on Reddit.

13 Q. What's your user name for Reddit?

14 A. I have no idea. I have -- if you show
15 it to me, I'll tell you if it's mine. I don't
16 know.

17 Q. You don't know?

18 A. No.

19 Q. And you don't recall ever posting on
20 Reddit?

21 A. No.

22 Q. Directing anyone to post on Reddit?

23 A. No. I didn't do anything on Reddit.

24 Q. Okay. And -- well, what sites did you
25 post on, InvestorsHub?

1 MR. PERRY: Objection to form.

2 THE WITNESS: No. Never posted on
3 InvestorsHub.

4 BY MS. BERLIN:

5 Q. Do you have an account there?

6 A. I might have an account to observe,
7 but I never -- I never posted on InvestorsHub or
8 Reddit.

9 Q. What's your user name on InvestorsHub?

10 A. I don't know. I haven't done anything
11 -- I don't -- I don't know. I don't know.

12 Q. Would you have signed up through your
13 personal e-mail address?

14 A. If I did sign up, yes, I would have,
15 yes.

16 Q. And what is that?

17 A. Leonard -- at this time, I believe it
18 was leonardmtucker@hotmail.com.

19 Q. Did you participate in any online
20 forums?

21 A. No.

22 Q. Not even Twitter?

23 MR. PERRY: Objection to form.

24 THE WITNESS: What do -- what do you
25 mean by "forum"?

1 BY MS. BERLIN:

2 Q. Any social media outlet. Lets start
3 there, if you don't understand what a forum is. Do
4 you have a Twitter account?

5 A. No. No. I had -- no, I -- I managed
6 certain Twitter accounts. I don't -- I don't know
7 what you mean by had -- it's not -- it's not like
8 my personal Twitter account.

9 Q. What Twitter -- did you manage any
10 Twitter accounts for Profile Solutions?

11 A. Myself and Adam Baker.

12 Q. So is that a yes?

13 A. Yes, I'm sorry.

14 Q. And the Twitter account for Profile
15 Solutions is under your contact information,
16 correct?

17 MR. PERRY: Objection to form.

18 THE WITNESS: Either myself and/or
19 Adam Baker, I don't remember.

20 BY MS. BERLIN:

21 Q. Okay. Any other social media or any
22 online accounts or forums that you managed or
23 participated in for Profile Solutions?

24 A. No. Not that I can recall.

25 Q. Only the Twitter account?

1 A. Yes.

2 (Thereupon, Plaintiff's Exhibit 2
3 was marked for identification.)

4 BY MS. BERLIN:

5 Q. I'm going to hand you what we've
6 pre-marked as Exhibit 2. I'm handing it to your
7 counsel as well. This is for our court reporter.

8 This is a -- one -- the registration
9 statement for Profile Solutions, correct?

10 A. Yes.

11 Q. And did you participate in drafting
12 this?

13 A. No.

14 Q. Did you review it?

15 A. Yes.

16 Q. Did you review it before it was filed
17 with the SEC?

18 A. Yes.

19 Q. And it's your testimony that you did
20 not participate at all in drafting it. And by
21 "drafting," I mean including editing, making
22 changes in any way.

23 A. I did. I -- I -- I didn't draft it.
24 I provided information.

25 Q. What information did you provide in

1 connection with Exhibit 2?

2 A. I -- I don't know what Exhibit 2 is.
3 Where -- 59 --

4 Q. The whole thing is Exhibit 2.

5 MR. PERRY: Oh, this whole thing is
6 Exhibit 2, I'm sorry. The whole thing is
7 59 pages.

8 BY MS. BERLIN:

9 Q. Exhibit 2 is the Form S-1 for Profile
10 Solutions.

11 A. I worked -- I worked with
12 Jackson Morris who would ask me for copies of
13 agreements that he needed. He -- he had asked me
14 for certain materials, and I -- I gave him whatever
15 he asked me for.

16 Q. And you said Jackson Morris was the
17 person who would ask you for information?

18 A. Yeah, he -- yes. He was the attorney.
19 He had the S-1 registrations statement.

20 Q. Okay. And did you provide the -- any
21 information in connection with the risks identified
22 in the registration statement?

23 A. I don't -- I don't believe so.

24 Q. Did you review the risk section?

25 MR. PERRY: Why don't you go to that

1 page. Can we do that?

2 BY MS. BERLIN:

3 Q. Then turn to Page 6. In the bottom,
4 it'll actually say 7 out of 59. It's titled "Risk
5 Factors." And it goes on -- a little more -- it
6 goes on to the next several pages.

7 A. Okay. Let me take a look.

8 Q. I'm not asking you to sit and read it.

9 A. I'm sorry.

10 Q. I'm asking if you want to look at it
11 to refresh your recollection. And the question is
12 simply, did you provide any input on the risk
13 factors for the registration statement?

14 A. No, I did not.

15 Q. Turn to Page 8 of 59, please.

16 A. Okay.

17 Q. Do you see that the first risk factor
18 that's listed is that there could be changes in the
19 laws that would impact whether or not the products,
20 the CBD products of -- of Profile Solutions were
21 legal.

22 Do you see that as a risk factor?

23 A. Yes.

24 Q. Okay. And is that -- is that an
25 accurate -- is -- is that actually a risk factor or

1 was it at Profile Solutions, that CBD extracts or
2 cannabis may not be legal, would that impact
3 Profile Solutions's profitability.

4 Mr. Tucker?

5 A. Okay. I'm reading what it says.

6 Q. Okay. You can close the exhibit.

7 A. Okay.

8 Q. And listen to the question.

9 A. Okay.

10 Q. My question was, is it a risk fact- --
11 was it a risk factor of Profile Solutions when they
12 were in business that cannabis or CBD products may
13 not be legal?

14 A. Yes, that's a risk factor.

15 Q. Why?

16 A. Because Jackson Morris put that it's a
17 risk factor.

18 Q. That's not my question. You just
19 testified yourself that it -- it is a risk factor.
20 So let me ask it another way: Part -- Profile
21 Solutions was in the business of cannabis and CBD
22 products.

23 Do you agree?

24 A. Yes, it was.

25 Q. So is -- did the profitability of

1 Profile Solutions, was that impacted almost
2 exclusively by the ability to distribute and sell
3 CBD and cannabis products?

4 MR. PERRY: Objection to form.

5 BY MS. BERLIN:

6 Q. That's -- that's what they were in the
7 business of doing, correct?

8 A. Yes.

9 Q. And so if CBD and cannabis are not
10 legal, then Profile Solutions could not sell them,
11 correct?

12 A. Correct.

13 Q. And so if they can't sell them and
14 they can't generate business or profits for the
15 company, is that a risk factor for investors to
16 know about?

17 A. I would assume that's why Jackson put
18 it in here.

19 Q. That's not my question. Do you know?
20 I'm not asking --

21 A. I don't know. I don't know.

22 Q. I'm not asking you -- please let me
23 finish the question.

24 A. Okay.

25 Q. I'm not asking you about what a person

1 name Jackson may have thought or assumed. That's
2 not the question. The question is, you were a
3 consultant, you worked at this company almost every
4 day, correct?

5 A. Pretty much. I'm -- not -- not on
6 this particular firm. I had various different
7 accounts there.

8 Q. For years at Profile Solutions,
9 correct?

10 A. Right.

11 Q. Okay. And so were you familiar with
12 the business?

13 A. Somewhat. Not the laws of cannabis.

14 Q. I'm not asking you about the laws of
15 cannabis, Mr. Tucker.

16 A. Yes.

17 Q. I'm asking you, as someone who worked
18 with this entity, that was involved in a public
19 offering of securities -- do you understand the
20 question so far?

21 A. Yes.

22 Q. Did you understand the risk factors
23 associated with the business?

24 A. Yes, I did.

25 MR. PERRY: Objection to form.

1 BY MS. BERLIN:

2 Q. Did you take time to educate yourself
3 about the risk factors of the business?

4 A. No.

5 Q. You did not?

6 A. No.

7 Q. Did you take time to educate yourself
8 about what the business of Profile Solutions was?

9 A. Yes.

10 Q. Did you -- but you didn't take any
11 time to look into what might impact, what risk
12 factors might exist that could impact the
13 profitability or the investment quality of the
14 business.

15 A. Yes, I --

16 Q. Am I understanding you correctly?

17 A. Yes. I -- I did take steps.

18 Q. What did you do?

19 A. We got a legal opinion.

20 Q. Other -- you. Who did you retain?

21 A. With the company. The company got a
22 legal opinion.

23 Q. From?

24 A. And I spoke with the attorney, and he
25 gave a whole written legal opinion. I can provide

1 it to you.

2 Q. Okay.

3 A. -- that said all this is legal, all
4 the stuff they were doing.

5 Q. That's -- that's not my question.

6 A. That's what I relied on.

7 Q. Okay. So is that exclusively what you
8 relied on --

9 A. Yes.

10 Q. -- was this legal opinion?

11 A. Yes.

12 Q. And that's the opinion you relied on.
13 You relied on a legal opinion to tell you about the
14 risk factors and profitability of the Profile
15 Solutions business.

16 Am I understanding you correctly?

17 A. No. It wasn't my job.

18 MR. PERRY: Objection to form. Let me
19 -- let me get my objection --

20 THE REPORTER: One second.

21 BY MR. BERLIN:

22 Q. What do you mean it wasn't your job?

23 MR. PERRY: -- before you talk over
24 each other.

25 Objection, again, as to form.

1 MS. BERLIN: To which question?

2 MR. PERRY: I don't know what question
3 you're asking, quite frankly. You're --
4 you're -- all you're doing is a whole
5 narrative. Every time you want to rephrase
6 the question, you don't rephrase the
7 question.

8 MS. BERLIN: I'm -- I'm not responding
9 to narrative objections if that's what that
10 was.

11 (Simultaneous conversation.)

12 MR. PERRY: Okay. And I'm -- my
13 intention is not to make a narrative
14 objection.

15 MS. BERLIN: And the record will
16 reflect...

17 BY MS. BERLIN:

18 Q. Mr. Tucker, if you don't understand a
19 question at any time, tell me, and I'll rephrase
20 it. Do you understand that was my first
21 instruction to you? Do understand it?

22 A. Yes, I do.

23 Q. Do you still understand it?

24 A. Yes, I do.

25 Q. Okay. So you've te- -- I've asked you

1 about the risk factors and profitability of the
2 business.

3 Do you understand that?

4 A. Yes.

5 Q. Okay. And your testimony was that you
6 relied on an attorney and his legal opinion for
7 those things; is that correct?

8 A. Yes.

9 Q. Anything else that you relied on?

10 A. And Dan Oran.

11 Q. Okay. So a few minutes ago, you
12 testified you exclusively relied on a lawyer. Now
13 you also relied on Dan Oran.

14 A. I just worked there. I -- I don't --
15 I don't know. I don't know.

16 Q. Can you answer the question?

17 A. I don't know the answer.

18 Q. You don't know the answer?

19 A. I don't know the answer.

20 Q. Okay.

21 A. I worked there. You know, I do work.
22 I -- I -- I did what I was asked to do. I don't --
23 I don't know.

24 Q. Okay.

25 A. I don't know cannabis. I'm not an

1 expert. I don't know the rules and the regulations
2 or --

3 MR. PERRY: Wait until there's a
4 question.

5 THE WITNESS: I don't know.

6 BY MS. BERLIN:

7 Q. Did you ever take any time to educate
8 yourself about the rules and regulations of the
9 cannabis industry when you were working for them?

10 A. No.

11 Q. Okay. And but did you understand --
12 let me ask you fundamental questions of business.

13 A. Okay.

14 Q. Because you've been in -- a consultant
15 for how many years now?

16 A. Many.

17 Q. How many? Decades, correct?

18 A. Many.

19 Q. A consultant for what, hundreds of
20 companies, I'm going to guess?

21 A. No, but a lot. Many.

22 Q. Dozens?

23 A. Dozens.

24 Q. Okay. So do you -- do you agree with
25 me that the profitability of a company is dependent

1 on its ability to do business?

2 A. Yes, I do.

3 Q. Okay. And so if -- if a company is
4 restricted or prohibited from doing business, then
5 they're not going to be able to generate profits.

6 Agree with me on that fundamental --

7 (Simultaneous conversation.)

8 A. You're asking if -- that wasn't my
9 role with the company. That wasn't my role.

10 BY MS. BERLIN:

11 Q. I'm not asking --

12 A. I -- I didn't -- that wasn't my role.
13 Wasn't my role. I don't know.

14 Q. Sir, I'm asking about your role of the
15 company. I'm asking you, as Leonard Tucker sitting
16 here today, do you agree with me that there's a
17 fundamental principal, that if a business -- any
18 business is restricted from operating, selling,
19 engaging in business, that they cannot then gen- --
20 then they cannot generate profits.

21 Do you agree?

22 A. Yes, I agree. I agree.

23 Q. Okay. Were going to take a quick
24 break. Its 12 o'clock.

25 MS. BERLIN: Lets go off the record.

1 THE VIDEOGRAPHER: We're off the
2 record. The time the 12:02 p.m.

3 (A brief recess was taken from
4 12:11 p.m.)

5 THE VIDEOGRAPHER: We're on the
6 record. The time is 12:15 p.m.

7 BY MS. BERLIN:

8 Q. Thanks. Was Profile Solutions'
9 business profitability dependent on its ability to
10 distribute or cultivate or sell marijuana or
11 cannabis?

12 A. No.

13 Q. Okay. What was it dependent on? What
14 was the profitability dependent on?

15 A. The sales and profitability of Profile
16 or with their subsidiary Elite, which was CBD
17 products.

18 Q. I'm sorry. Is there a difference
19 between CBD products and marijuana or cannabis?

20 A. To the best of my knowledge, CBD is --
21 has medical benefits to it. It doesn't get you
22 high. Marijuana gets you high, from my
23 understanding.

24 Q. Okay. Is CBD a derivative of
25 marijuana or cannabis?

1 A. Yes. CBD's a derivative of cannabis.

2 Q. Okay. So CBD comes from cannabis?

3 A. Yes.

4 Q. Okay. So can you explain to me then,
5 a -- like is there a connection, let's say -- let
6 me ask it a different way: Was the profitability
7 of Profile Solutions dependent on the ability to
8 like distribute or cultivate cannabis products,
9 whether those be CBD or some other like form of
10 cannabis?

11 MR. PERRY: Objection to form.

12 BY MS. BERLIN:

13 Q. Do you understand the question?

14 A. They didn't cultivate any products.
15 They distributed gummies with CBD in it.

16 Q. Okay.

17 A. And lollipops and certain products
18 like that to --

19 (Simultaneous conversation.)

20 BY MS. BERLIN:

21 Q. So they distributed CBD products?

22 A. CBD products, correct.

23 Q. Okay. But if you can't cultivate, if
24 -- if people can't cultivate cannabis, how were
25 those gummy products made?

1 A. From my understand, CBD was legal.
2 Marijuana was not always legal. There's different
3 --

4 Q. Okay.

5 A. -- strains of the THC.

6 Q. That's not my question.

7 A. Okay.

8 Q. So let me see if I can analogize it
9 for you. Let's say that you work at a pizza place,
10 you have a pizza restaurant, okay, and you sell
11 pizza.

12 A. Right.

13 Q. Are you with me so far? And one of
14 the critical elements of a pizza would be the wheat
15 that makes the breast crust.

16 Do you understand so far?

17 A. Yes.

18 Q. Okay. If you cannot cultivate wheat,
19 you cannot make pizza.

20 Do you understand?

21 A. Yes.

22 Q. Okay. So would you agree we that
23 pizza restaurant is not going to be profitable if
24 -- if the -- if the production of wheat cannot be
25 done?

1 A. Correct.

2 Q. Do you agree?

3 A. Yes.

4 Q. So let's then take that to this
5 cannabis world that you were in. Am I correct in
6 understanding Profile Solutions distributes, not
7 pizzas, but CBD?

8 A. I disagree with what -- your
9 statement.

10 Q. Oh.

11 A. I was not in any world.

12 Q. Okay. So let me ask it a different
13 way. If -- you under- -- if Profile Solutions was
14 in the business of distributing CBD, do you agree,
15 yes or no?

16 A. That Profile was in the business of
17 distributing CBD? Yes, they were.

18 Q. You've testified that was their sole
19 profitability?

20 A. Yes. Yes.

21 Q. Okay. And cannabis is an essential
22 element for making CBD?

23 A. I think it's a the other way around.
24 I'm not sure. I'm not sure how that works.

25 Q. Okay.

1 A. I know CBD -- CBD is part of the
2 plant. I don't know which part. I don't know -- I
3 don't know.

4 Q. Okay. So can the CBD that's
5 distributed by Profile Solutions, can it exist
6 without the existence of cannabis?

7 A. I don't -- I don't -- I don't know the
8 definition of CBD compared to cannabis. I -- my
9 understanding is cannabis is the THC that gets you
10 high.

11 Q. Okay.

12 A. And they weren't doing that.

13 Q. But CBD is some form or strain of
14 marijuana or cannabis. Can we agree on that?

15 A. It's a strain of the plant.

16 Q. Okay. Of marijuana or cannabis?

17 A. I -- I'm not sure. I don't know how
18 that works.

19 Q. You don't know?

20 A. I -- I don't know. I don't know.

21 Q. Okay. So you don't know what the
22 ingredients of CBD -- you don't know if CBD is
23 derived from marijuana or cannabis?

24 A. No.

25 Q. Okay. It could be derived from chalk.

1 You have no clue --

2 A. I don't know.

3 Q. -- is that correct?

4 A. I don't -- I don't smoke. I don't --
5 you know, I don't take the products.

6 (Simultaneous conversation.)

7 BY MS. BERLIN:

8 Q. Okay. But you worked -- you worked
9 and you owned, what, 14 percent of the shares of a
10 company that was in the --

11 A. I had no -- I had --

12 Q. I'm finish -- I'm -- I'm talking.

13 A. Okay.

14 Q. -- that was in the business of
15 distributing CBD.

16 Do you agree with me?

17 A. That was their business.

18 Q. And you're testifying today that you
19 don't know what CBD is made of?

20 A. No.

21 Q. It could be made of chalk for all of
22 you know?

23 A. I don't know. I don't know.

24 Q. It could be made from broccoli?

25 A. I don't know.

1 Q. You don't know? Okay. Okay. All
2 right. But you did draft registration agreements
3 and press releases for Profile Solutions, correct?

4 MR. PERRY: Objection to form.

5 THE WITNESS: No, I did -- no, I did
6 not.

7 BY MS. BERLIN:

8 Q. You didn't?

9 A. No. No.

10 Q. Oh. Okay. And you remember
11 testifying in this case under oath during the
12 investigation, correct?

13 A. I was involved with a preparation of
14 press ^ check. I didn't draft it. It was not my
15 information.

16 Q. Okay. So when you say you were
17 involved -- and -- and I think you're mincing
18 words, so lets be clear.

19 A. Okay. Okay.

20 Q. I'm not asking who provided you the
21 information, and I'm not -- I'm not asking about
22 the things that you just said. I'm asking about
23 drafting. So when a press release or the
24 registration statements were created, you
25 participated in the drafting of them --

1 MR. PERRY: Objection to form.

2 BY MS. BERLIN:

3 Q. -- whether someone else gave you the
4 information or you came up with it yourself, that's
5 not the question. You participated in drafting
6 them, agreed?

7 MR. PERRY: Objection. Form.

8 THE WITNESS: Yes, I did.

9 BY MS. BERLIN:

10 Q. Okay. Thank you.

11 A. Okay.

12 Q. And the ticker symbol was -- for
13 Profile Solutions, was P- -- PSIQ?

14 A. Yes.

15 Q. So did you ever review; for example, I
16 have Exhibit 2 in front of you, and I just showed
17 you on Page 7 how there's a risk factor section.

18 Do you recall that?

19 A. Yes.

20 Q. Did you ever educate yourself or
21 become aware of any of the risk factors associated
22 with Profile Solutions' business?

23 A. No.

24 Q. You never did?

25 A. No.

1 Q. Okay. Why not? Why didn't you take
2 the time to --

3 A. Not --

4 Q. -- learn about the business?

5 A. It wasn't my job. It wasn't my job.

6 Q. Okay. Okay. But you did participate
7 in drafting the registration statements and press
8 releases, correct?

9 MR. PERRY: Objection to form.

10 BY MS. BERLIN:

11 Q. You testified to that already?

12 MR. PERRY: Objection. Form.

13 THE WITNESS: I did not -- I never
14 said I participated in the drafting of the
15 registration statement. I did not
16 participate in the drafting. I've provided
17 information to the attorney,
18 Jackson Morris. I never drafted anything.

19 BY MS. BERLIN:

20 Q. So now your -- your testimony is that
21 you didn't draft?

22 A. I didn't draft anything in the
23 registration statement, no.

24 Q. Okay. You didn't participate in the
25 preparation or drafting of the regis- -- of any

1 registration statement of Profile Solutions?

2 Is that your sworn testimony today?

3 MR. PERRY: Objection as to form.

4 THE WITNESS: My sworn state- -- I
5 participated in the process. I did not
6 draft it. The attorney drafted it. I
7 didn't draft anything.

8 BY MS. BERLIN:

9 Q. So again, we just went through this.

10 A. Uh-huh.

11 Q. And I expressed that I thought you
12 were mincing words, and I explained to you what I
13 mean by "drafting." And you agreed with me, and
14 you testified that you did...

15 A. Please explain "drafting."

16 Q. Okay. We just went through that a few
17 minutes ago. The record will reflect --

18 A. Okay. Well, I'm not understanding --
19 (Simultaneous conversation.)

20 BY MS. BERLIN:

21 Q. -- our discussion of that, and you
22 don't remember it.

23 A. I'm not understanding what you mean by
24 "drafting." I know what I mean by drafting, but I
25 think it's different what you mean by "drafting."

1 So I'm asking you which is the right --

2 (Simultaneous conversation.)

3 BY MS. BERLIN:

4 Q. What do you mean by "drafting,"

5 Mr. Tucker?

6 A. I didn't draft anything. "Drafting"
7 is -- is writing. I didn't write anything in that
8 registration statement. I reviewed the
9 registration statement to a certain extent. I
10 provided information that was asked of me of
11 Jackson Morris. I've provided copies of employment
12 agreements, consulting agreements, lease
13 agreements, financial statements. You know, that's
14 how I participate in the process. I didn't draft
15 -- I didn't write anything in the registration
16 statements. It's not my writing.

17 Q. You edited it, correct, the
18 registration statements?

19 A. I gave -- I provided comments where I
20 felt the comments were necessary or applicable.

21 Q. And you recall you testified about
22 this during the investigation and --

23 A. Yes. Absolutely. Absolutely.

24 Q. Okay. So anything -- has -- has
25 anything changed since February 3rd, 2021, and

1 today?

2 MR. PERRY: Objection to form.

3 THE WITNESS: I -- I don't know what
4 you mean "has anything changed."

5 BY MS. BERLIN:

6 Q. Has anything changed in your life?

7 A. I'm trying to clarify my role.

8 Q. Have you suffered any sort of -- okay.
9 I'm asking --

10 A. Okay.

11 Q. -- has anything happened since
12 February 3rd, 2021, when you testified, meaning has
13 anything impacted your memory?

14 A. Not that I'm aware of.

15 Q. Are you on any medication today?

16 A. A lot, yes for the --

17 (Simultaneous conversation.)

18 BY MS. BERLIN:

19 Q. Anything that would impact your
20 memory?

21 A. I don't believe so.

22 MS. BERLIN: We're going off the
23 record for a quick break.

24 THE VIDEOGRAPHER: We're going off the
25 record. The time is 12:24 p.m.

1 (Thereupon, a short recess was taken.)

2 THE VIDEOGRAPHER: We're on the
3 record. The time is 12:32 p.m.

4 MS. BERLIN: Thank you.

5 BY MS. BERLIN:

6 Q. Just to make sure that you understand
7 what I'm asking you, when I ask if you participated
8 in drafting the registration statement, you
9 provided comments and edits to the registration
10 statement, correct?

11 A. Yes, I did.

12 Q. Okay. And you would sent texts,
13 comments, edits, and suggestions to the attorney
14 who actually was preparing the document?

15 A. Yes, I did.

16 Q. And the attorney doesn't work, like
17 he's the attorney for Profile Solutions, but he's
18 relying on Profile Solutions to provide any
19 information about the company, correct?

20 A. So am I.

21 Q. Okay. That's not my question.

22 A. Okay.

23 Q. Listen to the question. The attorney
24 isn't internal at Profile Solutions, he's an
25 attorney who's hired, an external attorney hired by

1 Profile Solutions.

2 Agreed?

3 A. Yes.

4 Q. Accordingly, the attorney is relying
5 on Profile Solutions to give it the information
6 about the business, agreed?

7 A. Agreed.

8 Q. You testified that you relied on the
9 attorney for information about the business and the
10 risk factors. Which attorney, specifically?

11 MR. PERRY: Objection to form.

12 THE WITNESS: The risk factors of the
13 S-1 that was repaired by Jackson Morris.

14 BY MS. BERLIN:

15 Q. Okay. But you said you didn't read
16 those.

17 A. I didn't say I didn't read the risk
18 factors. I never read them?

19 Q. I'm asking your testimony earlier
20 today.

21 A. I said I didn't prepare the -- I said
22 I didn't prepare the risk factors. I didn't say I
23 didn't read them.

24 Q. Okay. So let me just ask you again
25 directly, did you read the risk factors in this S-1

1 Exhibit 2 that I showed you earlier?

2 A. To the best of my memory, yes. To the
3 best of my memory, yes.

4 Q. Oh, so you did?

5 A. I never said I didn't.

6 Q. Okay. And did you review them during
7 the -- like when the subscription agreement
8 Exhibit 2 was prepared back in 2019?

9 A. I -- I -- the su- -- I don't -- I
10 don't recall the time of the subscription agreement
11 versus the S-1 registration.

12 Q. I'm sorry. For the S-1. Thank you.
13 For the S-1 registration --

14 A. Correct.

15 Q. -- statements, and there were
16 multiple. There were at least two, correct?

17 A. There was one filed with a commission,
18 and then an amendment, so -- okay.

19 Q. Okay. And you reviewed each of those
20 as they were be- -- at the time they were being
21 prepared, yes?

22 A. Yes.

23 Q. So you were aware of the risk factors
24 that are stated in the Profile Solutions'
25 registration statements as of at least the time

1 that those registration statements are being
2 prepared and generated?

3 A. Yes.

4 Q. And that date could be determined by
5 just looking at the last page of the registration
6 statement, agreed?

7 A. Yes.

8 Q. Okay. Now, do you remember in your
9 first testimony before the SEC, you were asked
10 about the press releases that you drafted in
11 connection with other countries such as Israel and
12 Mexico where Profile Solutions was doing business?

13 MR. PERRY: Objection to form.

14 THE WITNESS: I remember there were
15 press releases. I don't know what you
16 meant doing business in Israel and whatever
17 you just said.

18 BY MS. BERLIN:

19 Q. Okay. You addressed press releases
20 relating to Profile Solutions' business activities
21 in other countries like Israel, specifically.

22 A. I was provided information, and I put
23 in -- from Danny, and I put it into a press release
24 form.

25 Q. Okay. So the answer is yes?

1 A. Yes.

2 Q. And in those press releases, they
3 would include concerning Israel a section about
4 that would have sort of like the legality of the
5 product in Israel.

6 Do you recall that?

7 A. No.

8 Q. You're --

9 A. Not denying it. I -- I would have to
10 see the press release. I don't remember the press
11 -- if there was a press release.

12 Q. Do you remember any of your press
13 releases that you drafted for Profile Solutions or
14 participated in drafting, any of them having a
15 section about the legality of cannabis or CBD or --
16 or marijuana in that particular country, including
17 Israel?

18 MR. PERRY: Objection as to form.

19 THE WITNESS: I'd like to see the
20 press release. I don't recall.

21 BY MS. BERLIN:

22 Q. You don't remember?

23 A. I don't recall. I don't recall the
24 wording of the press release. I'm not denying it.
25 I'd like to see it.

1 Q. I'm not asking about the specific
2 wording, I'm asking if you recall generally that
3 these press releases you would draft for other
4 countries would include a section about the
5 legality of the marijuana, CBD, cannabis in that
6 country?

7 A. I don't remember.

8 MR. PERRY: Objection to form.

9 BY MS. BERLIN:

10 Q. You don't remember?

11 A. No. No.

12 Q. Okay. If the press release has
13 included a section about the legality of the
14 cannabis, CBD, or marijuana, is there any other
15 word that I should be aware of that was utilized
16 other than those three things?

17 A. No. When -- when we would have an
18 about section, and we have about that country,
19 whatever I could find on the internet, and I would
20 create an about section.

21 Q. So you would find the information on
22 the internet?

23 A. Yes.

24 Q. Where would you go on the internet to
25 look it up?

1 A. Google. Google search.

2 Q. So you'd just do a Google search about
3 Israel, for example, and then find out about the
4 legality of the product in Israel; is that correct?

5 A. I would do a Google search and put in
6 the keywords. I don't remember the exact keywords
7 I put it in for this press release. But that's
8 what I would do, a Google search.

9 (Thereupon, Plaintiff's Exhibit 7
10 was marked for identification.)

11 BY MS. BERLIN:

12 Q. Okay. I'm going to show you just
13 Exhibit 7, which I've premarked.

14 A. Okay.

15 Q. Would you pass this to the court
16 reporter, please. Thank you. I just want to show
17 you -- this is just an -- an example of one of the
18 Profile Solutions' press releases about Israel.
19 You testified a moment ago you don't remember the
20 specific wording of them, and so I'm showing you
21 one.

22 Do you see that Exhibit 7 has a
23 heading, "PSIQ Closes Deal to Acquire License to
24 Prepare Land to Grow, Cultivate, Distribute, and
25 Export Israel Medical Cannabis."

1 Do you see that?

2 A. Yes, I do.

3 Q. Okay. And so -- and PSIQ is Profile
4 Solutions, correct?

5 A. Correct.

6 Q. And I'm just confused. You were
7 testifying earlier that Profile Solutions, if I
8 understood correctly, didn't do things with
9 cannabis. It was a CBD company, and that's
10 different from cannabis.

11 Did I understand you correctly?

12 A. Correct. PSIQ is operations Elite --
13 CBD, correct. Yes.

14 Q. Okay. But this -- this had more --
15 and you agree with me it says what it says, it's
16 about cannabis, right?

17 A. Yes. Yes.

18 Q. So there was some business that
19 Profile Solutions did with cannabis. Am I
20 understanding correctly?

21 A. I think this was afterwards. I think
22 at that time, they -- this is the -- a subsequent
23 type of thing. I don't think they had it back when
24 you asked me the question. Originally this was not
25 their bus- -- their core business. It was just CBD

1 products. Eventually they got into these things
2 with licenses.

3 Q. Okay. I'm going to ask my initial
4 question --

5 A. Okay.

6 Q. -- from an hour ago again --

7 A. Okay.

8 Q. -- because I didn't put a time period
9 on it.

10 A. Okay.

11 Q. Profile Solutions, I'm just trying to
12 find out, what were they in the business of doing.

13 A. Okay. Okay.

14 Q. I'll say yes or no.

15 A. Okay.

16 Q. Were they in the business of dealing
17 with cannabis, yes or no?

18 A. Yes.

19 Q. CBD?

20 A. Yes.

21 Q. Marijuana? I don't know if that's
22 different or not.

23 A. Yes. I think that one is cannabis.

24 Q. Okay. So marijuana and cannabis --

25 A. I think.

1 Q. -- is a synonym?

2 A. I think. I believe so, yes.

3 Q. Okay. I have no idea --

4 (Simultaneous conversation.)

5 A. I don't know. That's why -- that's
6 why my answer --

7 (Simultaneous conversation.)

8 BY MS. BERLIN:

9 Q. Okay. Anything else other than
10 cannabis/marijuana and CBD?

11 A. No. No.

12 Q. It was just those things?

13 A. Yes.

14 Q. Okay. So, again, you agree with me
15 that whether or not cannabis/marijuana or CBD can
16 be grown, cultivated, distributed. Whether or not
17 those things are legal is relevant and import into
18 Profile Solutions' business?

19 A. Yes. Yes.

20 Q. Okay. So let's look --

21 A. Okay.

22 Q. -- on Page 2 of Exhibit 7. And again,
23 this is a press release that you participated in
24 drafting, correct?

25 A. Yes.

1 Q. And do you see that on Page 2, there's
2 a heading, and it is "Israel's Position on Medical
3 Cannabis."

4 Do you see that?

5 A. Yes.

6 Q. And there's a discussion here. Would
7 you read it aloud, please.

8 A. "The Israeli cabinet approved the 16th
9 Amendment of the Dangerous Drugs Ordinance on
10 January 27th, 2019, that concerns the governance
11 and regulatory aspects of exporting medical
12 cannabis from Israel. Its final approval enables
13 farmers to export medical cannabis, a move expected
14 to generate significant revenue for the state, the
15 law conditions, growing cannabis on a" healthy --
16 on a "health ministry license with police providing
17 approval and monitoring growers and investors."

18 Q. Okay. And so am I understand from
19 your prior testimony -- am I understanding
20 correctly that this paragraph that you just read is
21 something that you would have pulled off of Google?

22 A. Yes.

23 Q. Okay. And in addition to the press
24 releases about Israel, where you provide the legal
25 position in Israel of the cannabis, the same is

1 true for other countries like Mexico press
2 releases, correct?

3 MR. PERRY: Objection to form.

4 MS. BERLIN: Thank you.

5 THE WITNESS: I don't recall. I'd
6 like to see that press release.

7 BY MS. BERLIN:

8 Q. Okay. So you don't remember without
9 seeing it?

10 A. Yes.

11 Q. Okay. But you agree with me the press
12 releases are what they are?

13 A. Correct.

14 Q. Okay.

15 A. Correct.

16 Q. So why did you include that section in
17 the press release that you just read?

18 A. No reason, other than I felt it was
19 relevant.

20 Q. Okay. And is it relevant because the
21 legality of the product in Israel would impact the
22 profitability of Profile Solutions if its -- the
23 press release is about Profile Solutions' business
24 in Israel with respect to cannabis?

25 A. I don't think the press release had

1 anything to do with profitability. They got a
2 licence. That was it. And I don't know anything
3 about the profit. I don't know if they have
4 projections. I wasn't involved with that part of
5 it.

6 Q. Let me ask a -- a different way. The
7 press releases --

8 A. Yes.

9 Q. -- are done in part because they get
10 distributed and circulated to people who might be
11 interested in investing in the shares of Profile
12 Solutions or investing in Profile Solutions
13 directly, correct?

14 MR. PERRY: Objection to form.

15 THE WITNESS: Not necessarily.

16 BY MS. BERLIN:

17 Q. That's one of the -- the bases --

18 A. Yes.

19 Q. -- is that these press releases are
20 utilized because then potential investors can read
21 it and learn about PSIQ?

22 A. Correct. That's correct, yes.

23 Q. And in fact, these press releases are
24 published on Yahoo Finance, and on different like
25 finance social media platforms?

1 A. Correct.

2 Q. Okay. And as well as distributed
3 through social media like Twitter, correct?

4 A. Correct.

5 Q. Okay. And so in fact, if you look at
6 this on Page 3, there's even a safe harbor
7 statement that you provide in your press release
8 that provides information about PSIQ.

9 Do you see that heading?

10 A. Yes, I do.

11 Q. Okay. So why did you think the
12 information that you just read about Israel's
13 position on medical cannabis and the legality of
14 it, why -- why was that important to include in
15 this press release that we see in Exhibit 7?

16 A. It was information that we found on
17 the internet, so I included it in the press
18 release. No other reason.

19 Q. Give me a break. There's other
20 information you would have found on the internet
21 about Israel. You -- this press release is brief.
22 You didn't include every single fact you learned
23 about Israel in this press release. This press
24 release is specific, and it has headings.

25 Do you agree with me?

1 MR. PERRY: Objection to form.

2 THE WITNESS: I agree with you.

3 BY MS. BERLIN:

4 Q. Okay. So let me put it back in front
5 of you. Let's look at this together, Mr. Tucker.
6 This press release, Turn to Page 2. We have one
7 heading about Gidon Blum.

8 Do you see that?

9 A. Yes, I do.

10 Q. You have one heading, "About
11 Gidon Blum."

12 Do you see that?

13 A. Yes, I do.

14 Q. You have a heading, "Israel's Position
15 on Medical Cannabis."

16 Do you see that?

17 A. Yes, I do.

18 Q. A third heading, "About Profile
19 Solutions. "

20 See it?

21 A. Yes.

22 Q. And a fourth, "A Safe Harbor
23 Statement." Do you see that? It's on the next
24 page.

25 A. Yes, I do.

1 Q. Okay. So this is not an encyclopedia
2 about cannabis in Israel. This is a short press
3 release with the headings that I just identified,
4 correct?

5 A. Yes. Yes, you did.

6 Q. And one of these three headings is
7 about Israel's position on medical cannabis,
8 correct?

9 A. Yes.

10 Q. You learned about things on the
11 internet about Israel and cannabis, other than just
12 their position, didn't you?

13 A. Not really. This is -- this is what I
14 found on the internet. That's what I thought was
15 relevant, so that's what I included in the press
16 release.

17 Q. Okay. And you gave it its own
18 heading?

19 A. Okay.

20 Q. Yes? No?

21 A. Yes. Yeah, abs- -- yes. Okay.

22 Q. And so, again, why is this relevant?
23 Why is it important to include in a press release
24 information about the legality of cannabis in
25 Israel? Why is that relevant?

1 A. I -- I thought it was relevant at the
2 time. I don't know what my reason was. I thought
3 it was relevant, so I included it in the press
4 release. I thought it was relevant.

5 Q. This -- this is a rel- -- this press
6 release is about Profile Solutions closing a deal
7 to acquire a license for distributing cannabis in
8 Israel, correct?

9 A. Correct.

10 Q. And so would you agree with me that
11 the legality of cannabis in Israel is relevant to
12 Profile Solutions' business?

13 A. Yes, I do.

14 Q. So unless Profile Solutions is going
15 to go into Israel and break the law, it has to be
16 legal for them to go into Israel and distribute
17 cannabis.

18 Agreed?

19 A. Agreed.

20 Q. And so if it's not legal, then Profile
21 Solutions would not be distributing cannabis in
22 Israel.

23 Fair to say?

24 A. Fair to say.

25 Q. And if they are not distributing

1 cannabis in Israel, then this deal in your
2 Exhibit 7 press release, this deal would not be
3 profitable for Profile Solutions.

4 Agreed?

5 MR. PERRY: Objection to form.

6 THE WITNESS: Agreed.

7 BY MS. BERLIN:

8 Q. And their -- that is information an
9 investor would want to know, correct?

10 A. Correct.

11 Q. Okay. So is that part of why this is
12 included in the press release?

13 A. I -- I -- I feel -- felt it was
14 important. I felt it was relevant, and I included
15 it.

16 Q. Okay. In fact, the risk factors that
17 are identified in the registration include that the
18 legality or illegality of cannabis or CBD or -- or
19 marijuana could cause an investor to lose their
20 entire investment, correct?

21 A. I would assume more.

22 Q. Because that just makes sense.

23 A. Right.

24 Q. That's the business, right?

25 A. Right. Right.

1 Q. So if suddenly the business becomes
2 illegal, then the company's not going to be
3 profitable unless the company goes the criminal
4 route?

5 Agreed?

6 A. Well, I would assume they wouldn't go
7 the criminal route, but I -- I agree with the --
8 your logic -- with your logic.

9 Q. Okay. And so that's information that
10 a potential investor or investor who's holding the
11 share would want to know?

12 A. Absolutely. And we disclosed that.

13 Q. Okay. I'm not asking about
14 disclosures. And we're not going to get into that.
15 Do you -- answer the --

16 A. Yes.

17 Q. -- question I ask, please.

18 A. Yes.

19 Q. Do you agree with me?

20 A. Yes.

21 Q. Thank you. Ultimately the SEC
22 suspended the trading of Profile Solutions' stock.

23 Do you agree?

24 A. Yes.

25 Q. And why did that happen? Do you

1 recall?

2 A. For some -- I don't know the exact
3 reason. I think they said there were
4 inaccuracies --

5 (Thereupon, Plaintiff's Exhibit 3
6 was marked for identification.)

7 BY MS. BERLIN:

8 Q. I'm going to share with you what I've
9 premarked as Exhibit 3. Would you pass this to the
10 court reporter, please. Thank you so much.

11 Here you are, Mr. Perry.

12 Do you see this is entitled -- Exhibit
13 3 is entitled, "Order of Suspension Of Trading."

14 Do you see that?

15 A. Yes, I do.

16 Q. Okay. Do you want to take a second to
17 read it to refresh your recollection?

18 A. Okay.

19 Q. Does this refresh your memory about
20 why the trading was suspended in Profile Solutions?

21 A. Yes, I do.

22 Q. Okay. And do you own like more than
23 -- like 14.6 roughly percent of the shares at
24 Profile Solutions, correct?

25 A. Yes, I did. And I still do.

1 Q. And you still do 'til this day?

2 A. Yes.

3 Q. You haven't sold any?

4 A. No.

5 Q. And so does reviewing Exhibit 3

6 refresh your recollection about why the SEC

7 suspended trading at Profile Solutions?

8 A. Yes, I do.

9 Q. Okay. And do you see in Exhibit 3

10 this is the SEC's order of suspension of trading

11 that the SEC is stating that if you look in the

12 very first paragraph, that there are questions that

13 have arisen the accuracy of assertions by Profile

14 Solutions regarding -- and I'm paraphrasing here,

15 there -- it says regarding, among other things, the

16 possible role of undisclosed control persons in the

17 company.

18 Do you see that?

19 A. Yes, I do.

20 Q. And that's referring to you?

21 A. I would assume so.

22 Q. Okay. And also there's a reference to

23 agreements and distribution contracts and

24 misrepresentations concerning that.

25 Do you see that?

1 A. I -- are you asking me to read this or
2 do I agree with this? I don't understand. I'm --
3 I'm sorry. I don't understand your question.

4 Q. My question is look at the page,
5 Paragraph 1.

6 A. Right.

7 Q. The current question that was pending
8 is, do you see where this order of suspension of
9 trading is stating that trading is suspended in
10 part because if -- inadequacy of representations
11 and assertions regarding agreements and
12 distribution contracts?

13 A. It's saying questions that have
14 arisen, it doesn't saying that these things were
15 done wrong. It says questions have arisen. I'm
16 reading --

17 Q. Why don't you read the first paragraph
18 into the record.

19 A. I am. I'm reading it.

20 Q. Maybe that will help.

21 A. Okay. It -- "It appears to the
22 Securities and Exchange Commission that there is a
23 lack of current and accurate information concerning
24 the securities of Profile Solutions because of
25 questions that have arisen regarding the adequacy

1 and accuracy of the assertions by Profile
2 Solutions, a Delaware corporation with its
3 principal place of business in Sunrise, Florida, in
4 its registration statement as amended filed on Form
5 S-1, dated March 5th, 2019."

6 Excuse me.

7 "And in multiple press releases
8 concerning, among other things, its revenues and
9 agreements and distribution contracts and the
10 possible role of undisclosed control persons in the
11 company. Profile Solutions, Inc., common stock is
12 quoted on OTC Link previously (Pink Sheets)
13 operated by OTC Markets Group under the ticker
14 symbol PSIQ."

15 Q. Thank you. Now, in what you just
16 read --

17 A. Yes.

18 Q. -- do you -- and you can look at the
19 page, do you see the reference to the agreements
20 and distribution contracts?

21 A. Yes, I do.

22 Q. Okay. And is -- do you -- was it your
23 understanding that that included the press releases
24 and statements about agreements and distribution
25 contracts with the country of Eswatini?

1 A. It doesn't specify which ones. It
2 just says agreements and distribution contracts.

3 Q. Okay. But I'm going to take this away
4 an turn it over because I'm asking for you, your
5 understanding, Mr. Tucker.

6 A. Right.

7 Q. Your understanding when this trading
8 suspension happened. Did you understand that that
9 reference could be to the -- with the
10 representation about contracts or doing business or
11 licenses in Eswatini?

12 A. Yes.

13 Q. Okay. And why did you have that
14 understanding?

15 A. Because it's not specific. I assumed
16 it's any -- it could be any or -- anything that
17 PSIQ was doing. I didn't know that it was
18 specific. I don't know that it was specific to
19 Eswatini.

20 Q. Oh, okay. So now you don't know that
21 it was in Eswatini?

22 A. No, I'm not saying --

23 MR. PERRY: Objection to form.

24 THE WITNESS: That's not what I said.

25 I didn't say specific to Eswatini.

1 BY MS. BERLIN:

2 Q. Okay.

3 A. I don't know if it's Eswatini or any
4 of the other -- it said contracts, the financials.
5 I don't know if they had problem with the financial
6 statements, any of the other contracts, any of the
7 other agreements. I don't know which specific ones
8 it was.

9 BY MS. BERLIN:

10 Q. Okay. So at the time of the trading
11 suspension --

12 A. Right.

13 Q. -- you did not know that it was ref-
14 -- the -- you did not know whether or not
15 Exhibit 3, the order of trading suspension, could
16 have anything to do with these Eswatini
17 representations by Profile Solutions; is that
18 correct?

19 A. That's not what I said.

20 Q. I -- I said, "Is that correct?" So
21 the answer is no?

22 A. Please ask the question again. I'm
23 not understanding what you're saying.

24 Q. All --

25 A. I believe it included not -- I believe

1 it included Eswatini if that's what you're asking
2 me.

3 Q. Okay.

4 A. I believe it included.

5 Q. Okay. And so at a certain point in
6 time, did you ever communicate with any investor of
7 Profile Solutions about the trading suspension?

8 A. I -- I don't recall, but probably.
9 Probably.

10 Q. Okay. And what would --

11 A. We got -- we -- we had phone calls.

12 Q. But you don't recall any of those
13 conversations, specifically; is that correct?

14 A. No.

15 Q. Okay. What do you recall about
16 what -- what did you tell -- let me ask another
17 way: What did you tell investors, whether it was
18 by phone or e-mail or any other means of
19 communication, what did you tell -- so that could
20 be in person as well. What did you tell investors
21 about the trading suspension, if anything?

22 MR. PERRY: Objection to form.

23 BY MS. BERLIN:

24 Q. Do you understand the question?

25 A. I'm trying to recall -- I'm trying to

1 recall what happened at that time. I remember
2 Profile came out with a press release, its own
3 press release. And I don't know if I spoke to any
4 investors directly. I would assume I did. I don't
5 recall if I spoke to any investors directly.

6 Q. Okay. And what about did you ever
7 communicate to any investors of Profile Solutions
8 that the trading suspension was ending or had
9 ended?

10 A. No. No. I would never say it ended.

11 Q. Did the trading suspension come to a
12 halt?

13 A. No, it didn't.

14 Q. So it remains in effect?

15 A. Yes.

16 Q. And in any of your communications with
17 investors -- with -- you already answered with
18 investors, but what about potential investors who
19 might be interested in investing in Profile
20 Solutions? Did you ever tell any person who -- any
21 potential investor that the trading suspension had
22 ended?

23 A. No.

24 Q. Okay. What about anyone else, like
25 whether they're an investor or otherwise, did you

1 ever tell anyone --

2 A. No.

3 Q. -- that the trading suspension had
4 ended?

5 MR. PERRY: Objection to form.

6 THE WITNESS: No.

7 BY MS. BERLIN:

8 Q. Because if you did, that would have
9 been a lie, correct?

10 A. Correct. Correct.

11 Q. And -- and it would have been an
12 important lie?

13 A. Yes, it would.

14 (Thereupon, Plaintiff's Exhibit 4
15 was marked for identification.)

16 BY MS. BERLIN:

17 Q. Okay. I'm going to show you what I
18 have marked as Exhibit 4. Just a moment, please.
19 Was there any investigation or action taken by
20 FINRA in regard to Profile Solutions?

21 A. Not that I'm aware of. I -- I recall
22 there was an inquiry, but I don't believe there was
23 ever FINRA action.

24 Q. In this case, did you produce all of
25 your e-mails concerning Profile Solutions?

1 A. Yes, I did. Yes, I did.

2 Q. All of them?

3 A. To the best of my knowledge, I believe
4 I did.

5 Q. And you only used your Hotmail account
6 for e-mails?

7 A. It was either Hotmail or maybe Gmail,
8 but I think just Hotmail. I think
9 leonardmtucker@hotmail was the e-mail I used. I
10 don't think there's any other one I used.

11 Q. Okay. I'm going to show you what I've
12 premarked as Exhibit 4. Okay. I'm showing you --
13 this is generated from InvestorsHub.

14 Are you familiar with InvestorsHub?

15 A. Yes.

16 Q. You've been on there before, right?

17 A. Yeah.

18 Q. Okay. And but you -- I think you
19 testified earlier you don't remember what your
20 handle is on InvestorsHub, correct?

21 A. Correct.

22 Q. Okay. But it would be under your
23 Hotmail account; so for example, InvestorsHub can
24 provide that information --

25 A. Absolutely.

1 Q. -- since you don't remember?

2 A. Yes.

3 Q. Okay. Is that information that --
4 because you agree with me if you just logged into
5 InvestorsHub, you would be able to see your handle,
6 right? Mr. Tucker, can you please not take the
7 exhibit and turn it over. We haven't gotten to it
8 yet. Can you answer the question.

9 You agree with me that if you logged
10 into InvestorsHub right now, you would be able to
11 see your handle, yes or no?

12 A. I don't know my user ID and passcode,
13 but I would assume if I do lost passcode or your
14 lost user ID. I -- I don't know what it is,
15 though.

16 Q. Okay. Is that information that you
17 can provide after today's deposition without us
18 having to call you back?

19 A. I would assume so. I guess I can find
20 it right now, lost password --

21 (Simultaneous conversation.)

22 MR. PERRY: We're not going to do it
23 right now.

24 MS. BERLIN: No? Okay. We can do it
25 on a break.

1 BY MS. BERLIN:

2 Q. So you can go ahead and turn over
3 Exhibit 4. So and do you see that Exhibit 4 is a
4 post from -- this investor's handle is "Turkey
5 Red."

6 Do you see that?

7 A. Yes.

8 Q. Okay. And it's from July 5th, 2019.

9 Do you see that?

10 A. Yes.

11 Q. And it says, "Dear, Bob."

12 Well, can you read it? "Dear Bob."

13 Starting with "Dear Bob."

14 A. "The temporary trading suspension is
15 over. See such-and-such. In order for trading to
16 resume, a broker has to file a 15-c2-11 to make a
17 market in PSIQ securities. Hopefully this won't be
18 so difficult as PSIQ is current in its OTC markets
19 reporting, and it continues to pursue clearing the
20 S-1 registration to become a reporting company.
21 PSIQ is doing everything it can to move forward and
22 be as transparent as can be."

23 Q. And it's signed --

24 A. Me.

25 Q. -- "Respectfully Lenny, Leonard

1 Tucker," correct?

2 A. Yes. That's me, yes.

3 Q. Okay. And so is this a message that
4 you communicated on July 5th, 2019?

5 A. Yes, I did.

6 Q. Okay. Let's go ahead and set
7 Exhibit 4 aside, please. Did you ever tell any
8 investors or potential investors of Profile
9 Solutions, or -- and when I say Profile Solutions
10 today, I hope you understand, I mean also including
11 Elite, which was its subsidiary.

12 Do you understand?

13 A. Yes, I do.

14 Q. Okay. Did you ever tell any investors
15 or potential investors or any -- the investing
16 public that -- that cannabis or/marijuana or CBD
17 was not legal in Eswatini?

18 A. Did I ever tell an invest- -- can you
19 repeat the question.

20 Q. Did you ever tell an investor or
21 potential investor that cannabis -- and I'm going
22 to say cannabis/marijuana, 'cause you said it could
23 be either/or.

24 A. I got it.

25 Q. Okay. So I'll start again. Did you

1 ever tell any investor or potential investor or the
2 investing public that cannabis/marijuana or CBD was
3 not legal in Eswatini?

4 A. I don't specifically recall, but I
5 assume so.

6 Q. Okay. And why would you assume so?

7 A. Because I know we had to get the
8 license to do this.

9 Q. Meaning you knew it wasn't yet legal
10 in Eswatini?

11 A. Correct.

12 Q. Okay.

13 A. Correct.

14 Q. So during your time at Profile
15 Solutions -- should I say cannabis, CDB, or
16 marijuana? Like what is easiest so we're on the
17 same page?

18 A. I got it. The same thing. Okay. I
19 got it.

20 Q. Okay. So I'm just going to say
21 cannabis to make it simple.

22 A. Okay.

23 Q. But you understand that that can
24 encompass the whole world of cannabis, marijuana,
25 or CBD?

1 A. Yes.

2 Q. Okay.

3 MR. PERRY: I said objection as to
4 form, so...

5 MS. BERLIN: Okay. I think your
6 lawyer wants me to say all three, so I
7 will, so...

8 MR. PERRY: Well, they're different.
9 So you do whatever you want. It's your
10 deposition.

11 But I'm -- object to the form.

12 BY MS. BERLIN:

13 Q. All right. I'll ask you on each one,
14 all right? So -- well, let me ask this one: What
15 was the license that was the advertising that was
16 done with respect to Eswatini at Profile Solutions.
17 I'm not asking about the license, but what was
18 advertised? Was it cannabis? It was cannabis,
19 correct?

20 A. Correct.

21 Q. Okay. So I'm going to ask you about
22 the cannabis.

23 A. It was cannabis and also hemp.

24 Q. Hemp. Okay. All right. So did you
25 communicate -- and -- and so just as a -- to get a

1 basic understanding, during the entire time that
2 you were with or doing any work in connection with
3 Profile Solutions, you understood that cannabis was
4 not yet -- was not legal in Eswatini, correct?

5 A. Yes. Yes.

6 Q. And you understood during your entire
7 time of working in connection with Profile
8 Solutions, that hemp was not legal in Eswatini,
9 correct?

10 A. Yes.

11 Q. You understood during your entire time
12 at Profile Solutions that marijuana was not legal
13 in Eswatini, correct?

14 A. Correct.

15 Q. And you understood at all times that
16 you worked in connection with Profile Solutions,
17 that CBD was not legal in con- -- in Eswatini,
18 correct?

19 A. Correct.

20 Q. Am I missing any terms of that covered
21 hemp, cannabis, marijuana, and CBD?

22 A. I don't think so.

23 Q. Okay. And you believe that you would
24 have disclosed the information that it wasn't --
25 that those items, those four items were not legal

1 in Eswatini to the investing public or potential
2 investors or investors?

3 A. Initially, I didn't know. I did- -- I
4 didn't -- I wasn't involved with it in the
5 beginning. Initially, I didn't know.

6 Q. When did you find out that these --
7 that these items, that cannabis was not legal in
8 Eswatini?

9 A. I found out after -- after we got the
10 initial letter, okay, and we had the initial press
11 release, it was sometime after that. When I -- my
12 -- from my role found out that it was illegal. I
13 had no idea it was legal, not legal. I -- I didn't
14 know.

15 Q. So again, when?

16 A. Sometime after the initial press
17 release, which I think was sometime after March,
18 2018, I believe was the initial press release?

19 Q. So it was after March 2018?

20 A. Correct.

21 Q. How did you find out?

22 A. Through Danny.

23 Q. When you say Danny, Oran?

24 A. Dan -- Dan Oran.

25 Q. Oran, sorry.

1 A. Yes.

2 Q. And how did he tell you?

3 A. Because for -- for weeks -- weeks or
4 maybe even months prior to getting that March 2018
5 letter, Danny had a -- an offer. I don't know if
6 that's the right word to put to, you know, a -- a
7 commitment. And he presented a proposal that he
8 presented to Eswatini through a gentleman,
9 Daniel Wasner.

10 And Danny was saying that "We're
11 getting this license, we're getting this license,
12 we're getting this license," and nothing happened.
13 And he kept saying -- he was on the phone, "We're
14 getting a license."

15 And then he got this letter in that he
16 showed me that was date -- we got it in October or
17 something like that, but it was -- it was dated
18 September, if I remember correctly, something like
19 that, and -- and I read it. And it did not say
20 that we had the approval.

21 And I said, "We don't have the
22 approval." And what he said to me is that, "This
23 is the way it works in Eswatini. This is the
24 preliminary approval, and that's the way it works.
25 Eswatini does not operate like the United States.

1 That's the approval. That's the preliminary
2 approval."

3 Q. Who said that to you?

4 A. Dan Oran.

5 Q. Okay. As far as the -- we were
6 talking about cannabis being legal verses illegal
7 in Eswatini. When did you learn that cannabis was
8 not legal in Eswatini?

9 A. Probably -- probably sometime around
10 when I physically went to -- to Eswatini to meet
11 with the different government officials about it.
12 I didn't know there was a whole process that we had
13 to go through. I just thought the king -- it was
14 told to us by Danny. What Danny told me is that
15 the king has to sign off on it. And the prince who
16 we met told us that what has to happen is the king
17 has to sign off on it, and we have the license.
18 It's the king to sign off on it.

19 Q. Okay. That's not my question.

20 A. What's your question?

21 Q. The question was when did you learn
22 that cannabis was not legal in Eswatini, like
23 month, year?

24 A. Some -- I don't know. Some -- it was
25 sometime after we received the initial letter from

1 the prince.

2 Q. So sometime after September or
3 October 2017?

4 A. Sometime after -- that was to the date
5 of that letter. The letter that we got from
6 Eswatini, it was sometime after that.

7 Q. How long after that?

8 A. I don't honestly know.

9 Q. Well, let's put it this way. We just
10 looked at a press release, right?

11 A. Yes.

12 Q. Was it Exhibit 7, I think? Your press
13 release that you drafted about -- or no. Your
14 press release that you drafted, yeah, Exhibit 7.
15 Your press release that you drafted about Israel
16 where you have one of three headings is just the --
17 a paragraph about the -- the legal status of
18 cannabis in Israel.

19 You recall that?

20 A. Yes.

21 Q. Okay. And you said you found that
22 because you were doing Google searches about Israel
23 and cannabis?

24 A. Right.

25 Q. Okay. So did you do a Google search

1 about Eswatini and cannabis before you drafted any
2 of the releases or information about the deal in
3 Eswatini and Profile Solutions?

4 A. Yes, I did the Google search for the
5 About Eswatini section.

6 Q. Okay. But you didn't include, unlike
7 Israel, where you included a section saying it is
8 legal, you didn't include any section in your
9 releases about Profile and --

10 A. I --

11 Q. -- Eswatini where you said it is not
12 legal, correct?

13 A. I did not see anything. I did not
14 look for anything.

15 Q. You didn't look?

16 A. No.

17 Q. You didn't even look?

18 A. No.

19 Q. Okay.

20 A. There's a reason, if you want to know
21 the reason.

22 Q. Why? Tell me why you didn't even look
23 to see if it was legal or illegal, especially since
24 that was a part of the press releases you typically
25 drafted. Tell me why didn't you look when it came

1 to Eswatini, Mr. Tucker?

2 A. Good question.

3 MR. PERRY: Objection to form.

4 THE WITNESS: The initial release
5 having to do with anything with the
6 cannabis distribution in any of these
7 countries, the first one was with Eswatini.
8 And the reason I ever thought was it legal
9 or illegal is because we got a letter. Dan
10 presented a letter to me from the
11 government of Eswatini talking about the
12 process to get this license.

13 So I guess I assumed if the government
14 is giving us a letter as to the process to
15 get a license, the -- within that letter,
16 it said nothing that it was illegal.

17 So I did not think was it legal or was
18 it illegal because they didn't say in their
19 letter that it was illegal. I did not even
20 think about it.

21 BY MS. BERLIN:

22 Q. Right. But, again, we went back to
23 the other, like, Israel. It just -- this is just
24 one example, because you also drafted releases
25 about Mexico and other countries in Profile

1 Solutions, correct?

2 MR. PERRY: Objection as to form.

3 THE WITNESS: After the Eswatini
4 release, correct.

5 BY MS. BERLIN:

6 Q. Correct. Okay.

7 A. Yes.

8 Q. So in those other -- you Googled the
9 information yourself, and that's how you came up
10 with the -- you've already testified to that?

11 A. Yes, yes. I'm not disagreeing.

12 MR. PERRY: Objection to form.

13 BY MS. BERLIN:

14 Q. But you didn't do the same sort of
15 search for Eswatini within Google search for
16 Eswatini. That's the question.

17 Agreed?

18 A. I did a -- a -- I did a search for
19 Eswatini by Google. That -- and what I found,
20 that's what I put. I did not look is it legal or
21 illegal. I didn't even -- I didn't even consider
22 that as an option.

23 Q. Okay.

24 A. I didn't consider that as part of my
25 responsibility.

1 Q. So for the Israel on -- I'm just going
2 to put it back in front of you again.

3 A. Okay.

4 Q. It's not a general statement. Like
5 you actually have like a citation to the -- you
6 reference the name of the ordinance in Israel. You
7 leave a little paragraph about the legal status of
8 cannabis in Israel.

9 You see that?

10 A. Yes, I do.

11 Q. Okay. And then you agree that it
12 doesn't like automatically pop up. If I type in
13 Israel into Google, I'm not going to find a whole
14 article about this Drug Act in 2019. That's
15 something that you searched for in --

16 (Simultaneous conversation.)

17 A. No, I did not. No, I did not.

18 BY MS. BERLIN:

19 Q. You did not?

20 A. No, no. I put up Israel and cannabis,
21 and that's what came up.

22 Q. Okay. And so is it your testimony you
23 didn't -- but you also testified you didn't do a
24 search on Eswatini. Did you do a Google search on
25 Eswatini and cannabis?

1 A. Yeah, I did.

2 Q. You did?

3 A. I did. On Eswatini.

4 Q. But not with cannabis?

5 A. I'm -- I'm sure I did. I'm sure I
6 did.

7 Q. You did. And so it your te- -- and on
8 Google?

9 A. On Google, probably, yeah. On Google.

10 Q. Or yahoo?

11 A. No. It's Google. I never use Yahoo.

12 Q. Okay. And under your Google profile
13 name for Leonard Tucker? Is that it?

14 A. Yeah.

15 Q. But what's your Google profile,
16 because I know you have a Hotmail account.

17 A. Leonard.

18 Q. So when you log in to Google, did you
19 research? If I want to see your research history
20 and I went into Google, which I -- we can do to
21 find out your history --

22 A. Good idea.

23 Q. -- and what you looked at, what is the
24 profile and what do you log in as when you go to
25 Google?

1 A. I don't think anything. When you do a
2 Google search, you just go on Google, and you --
3 you type in what you're searching. I don't think
4 that goes to --

5 (Simultaneous conversation.)

6 BY MS. BERLIN:

7 Q. So you're not logged in?

8 A. I don't think so.

9 Q. Okay.

10 A. If I am, I don't know that I am or I'm
11 not -- I don't -- I don't know.

12 Q. Okay. So did you search for Eswatini
13 and marijuana or not? Did you do any research
14 about Eswatini and cannabis?

15 A. I probably -- I probably did. It was
16 the first press release we did on that subject. I
17 probably did not.

18 Q. Okay.

19 A. I had -- I had the letter. You know,
20 I reviewed the letter that Dan presented to me.

21 Q. Which is just about --

22 A. I --

23 Q. Let me stop you. You say the letter.
24 You're referencing a letter that simply concerns a
25 potential licensing deal in Eswatini; is that

1 correct?

2 A. Which Dan represented, and everybody

3 --

4 Q. Just answer the question.

5 A. Yes.

6 (Simultaneous conversation.)

7 MR. PERRY: Objection to form.

8 THE WITNESS: Whatever that date was,

9 Oct- -- September 18th letter or October

10 18th letter, yes.

11 BY MS. BERLIN:

12 Q. The letter references a licensing --

13 A. Yes.

14 Q. -- a potential licensing, though,

15 correct?

16 A. Yes.

17 Q. The letter does not discuss in any way
18 whether it's legal or illegal, correct?

19 A. Correct. Correct.

20 Q. Okay. And there -- and you've
21 testified already today that you relied on lawyers
22 for Profile Solutions, correct, yes or no?

23 A. Yeah. To a certain extent, yes.

24 Q. Did you ask any of Profile Solutions'
25 lawyers whether or not it was illegal or legal and

1 --

2 A. No.

3 Q. No?

4 A. No.

5 Q. Okay. So what research, if any, did
6 you do to ascertain the legality of cannabis,
7 marijuana, CBD, hemp, in Eswatini prior to drafting
8 press releases about Profile Solutions' potential
9 licensing activity or other business --

10 A. I didn't deem that --

11 Q. -- entities in Eswatini?

12 A. I just did outside consulting. I
13 didn't deem that to be my role to do due diligence,
14 in which I'm not an attorney to do legal opinions.
15 It was presented to everybody. Dan presented to
16 his attorneys. Dan approved the press release.

17 Q. My question is what -- I asked what
18 research you did. So is the answer none? Is that
19 where this is going?

20 A. None. I didn't -- other than I've
21 read the letter that Dan presented. That was my
22 research.

23 Q. So you did not --

24 A. No. No.

25 Q. -- do any Google research for that?

1 A. No.

2 Q. Okay. And now when you started to
3 testify a second ago about Dan talking to lawyers,
4 were you present for those conversations that you
5 started to testify about? Which -- were you there?
6 Did you personally witness Dan meeting with his
7 lawyers?

8 A. No. I was there when Dan would be on
9 the phone with them in the office when he would
10 call them. And he said the attorney didn't have
11 any problem with the press release. There was no
12 changes, or if there was changes, it wasn't proved.

13 Q. I'm sorry. Let's back up.

14 A. Okay.

15 Q. Dan Oran, is it your testimony that
16 Dan Oran would take the press releases you drafted
17 and send them to a lawyer?

18 A. Absolutely. Absolutely.

19 Q. Which lawyer?

20 A. Whatever lawyers we had at the time.
21 We had -- we had -- originally we had the attorney
22 who was the president of a Pot Network.

23 Q. What -- I need names, please. If you
24 can recall. If you can't, just say you can't
25 recall. But if you can recall the name, that would

1 be helpful.

2 A. I don't recall his name. I just know
3 he was the president of the Pot Network. It's a
4 public company.

5 Q. Did you say "the Pot Network"?

6 A. That was the name of the public
7 company, Pot Network. POTN, that was the symbol.
8 They're based in -- also in Sunrise. He's the
9 president of the company. Also a shareholder, you
10 know, of Profile Solutions.

11 Q. He's a lawyer?

12 A. Yeah. Yes.

13 Q. And you don't remember his name?

14 A. No. But I -- if I can look it up in
15 another second, I'll tell you if that's his name.

16 Q. And so did the lawyer advise that
17 cannabis wasn't legal in Eswatini?

18 MR. PERRY: Objection to form.

19 THE WITNESS: What Dan told me is that
20 the attorney approved the press release,
21 and the press release was the press
22 release. There was no mention of you need
23 to avoid disclosure or you need to say that
24 it's illegal in the country --

25 (Simultaneous conversation.)

1 BY MS. BERLIN:

2 Q. Which press releases?

3 A. The initial press release on Eswatini.

4 Q. When was that?

5 A. I -- I don't -- I don't remember the
6 date. The initial press release that we had in
7 Eswatini, that we had the preliminary approval
8 subject to government approval.

9 Q. Any -- did they -- did Dan Oran tell
10 you that a lawyer reviewed any other press release?

11 A. And Eddie Murieli. You know, when we
12 did the S-1, I believe he signed off on the S-1.
13 Eddie Murieli --

14 (Simultaneous conversation.)

15 BY MS. BERLIN:

16 Q. I'm talking about press releases. Now
17 you're talking about -- just listen to the
18 question, please. My question is, because you're
19 now testifying today that Dan Oran told you that a
20 lawyer reviewed and approved the press releases you
21 drafted.

22 Am I understanding correctly?

23 A. Yes.

24 Q. And you testified that that occurred
25 with the initial press release on Eswatini, the

1 date of which you do not know, correct? My
2 question -- is that a yes or no?

3 A. Yes.

4 Q. My question is, did Mr. Oran tell you
5 that an attorney had reviewed any of your other
6 press releases about Profile Solutions in Eswatini?

7 A. Yes. Eddie Murieli.

8 Q. Eddie Mur- -- Murieli was not a lawyer
9 for Profile Solutions.

10 A. He was on the board of directors.

11 Q. He's, again, not a lawyer for Profile
12 Solutions, correct?

13 MR. PERRY: Objection to form.

14 BY MS. BERLIN:

15 Q. You understand the difference. I am a
16 lawyer. Do you understand I'm a lawyer? Do you
17 understand that --

18 A. I don't -- I don't know if he reviewed
19 in his capacity as a lawyer or board member.

20 Q. Stop. Can you answer the question?
21 Dan Oran you understand that I am a lawyer?

22 A. Yes.

23 Q. But I am not your lawyer?

24 A. Correct.

25 Q. Okay. So Mr. Murieli is a lawyer.

1 Agreed?

2 A. Yes.

3 Q. Okay. But he, you would agree with
4 me, is in not the lawyer for Profile Solutions.

5 Do you agree with me or not?

6 A. I don't know.

7 Q. You don't know?

8 A. I honestly don't know. I don't know
9 -- I don't know --

10 Q. You don't know?

11 A. I don't know if he reviewed it in his
12 capacity as a lawyer or as a board member because I
13 think he was getting paid by Profile, so I don't
14 know the answer.

15 Q. So no one told you if that was -- he
16 was representing it as a lawyer or board member,
17 correct?

18 A. No. Correct. Correct.

19 Q. Now, you didn't assert a reliance on
20 advice of counsel affirmative defense in this case.

21 Do you understand that?

22 MR. PERRY: Objection to form.

23 THE WITNESS: I don't understand what
24 you're saying.

25 BY MS. BERLIN:

1 Q. All right. Let me show you your
2 answer.

3 MR. PERRY: Objection to form.

4 (Thereupon, Plaintiff's Exhibit 5
5 was marked for identification.)

6 BY MS. BERLIN:

7 Q. I'm showing you what I've premarked as
8 Exhibit 5. Could you pass one of those to the
9 court reporter, please.

10 A. Oh, I'm sorry. Sorry.

11 Q. Do you see that Exhibit 5 is your
12 answer in this case?

13 A. Yes.

14 Q. Okay. You reviewed it before it was
15 filed?

16 A. Yes.

17 Q. It's all true, according to you?

18 A. Yes.

19 Q. So why don't you please turn to
20 page 51. Do you see "Affirmative Defense" as -- as
21 the heading?

22 A. Yes.

23 Q. Do you see that? Okay. Flip to page
24 -- you can see first through fifth, and then turn
25 the page all the way to eight on Page 52. These

1 are what I mean when I say affirmative defenses.

2 Do you now understand what that word
3 means --

4 A. Yes.

5 Q. -- or phrase?

6 A. Yes.

7 Q. I will proffer to you that none of
8 your affirmative defenses are reliant on advice of
9 counsel defense. You can set it aside. I was just
10 showing you what an affirmative defense was.

11 Are you now claiming today that you
12 relied on a lawyer for the representations made in
13 the press releases?

14 A. Well, no, I -- I don't think that's
15 what I said, no. I relied on Dan who represented
16 to me that he was relying on the press releases
17 being approved by the various attorneys.

18 Q. Did Dan Oran ever tell you this in
19 writing?

20 A. Possibly in our -- in our e-mails,
21 possibly.

22 Q. Okay.

23 A. Because I -- everything, you know, I
24 -- I would show it to him, we would discuss it, he
25 would give his input, and he would give his

1 changes. And then I would e-mail, and I would -- I
2 would always e-mail to -- you know, that Dan
3 suggested changes, comments, approval. I'm sure
4 it's all over my e-mails. I don't know exactly
5 who's on all the different e-mails. We'd have --
6 we have to look at them, but I always sent it out,
7 but he --

8 (Simultaneous conversation.)

9 BY MS. BERLIN:

10 Q. You agree with me if you didn't
11 produce it, it doesn't exist?

12 MR. PERRY: Objection. Form.

13 BY MS. BERLIN:

14 Q. You testified earlier you -- you
15 produced all of your documents, correct?

16 A. Correct.

17 Q. So if you didn't produce it to us, if
18 doesn't ex- -- if it's not in your production,
19 agree that it doesn't exist?

20 A. No, I don't agree with that, and I'll
21 tell you why.

22 Q. Tell me.

23 A. We had hard copies. Dan fired me.
24 When Dan fired me, I didn't get access to any of
25 the records in the office. I don't know what

1 happened to them. I know what I had on my e-mails.
2 I presented to you guys everything that I had on my
3 e-mails.

4 Q. Right.

5 A. But I don't know what Dan physically
6 had in the office.

7 Q. But you just testified that he
8 e-mailed you. Do you understand? Do you -- do you
9 remember testifying five minutes ago that Mr. Oran
10 e- -- might have e-mailed you?

11 A. He may -- he may have e-mailed -- he
12 may e-mailed me. I know I e-mailed that to
13 everybody.

14 Q. Okay. And your -- your testimony
15 today was that you have produced all of your
16 e-mails.

17 A. Correct, I have produced all of my
18 e-mails.

19 Q. So do you agree with me that if your
20 e-mail production to us does not show Dan Oran
21 telling you about some lawyer supposedly reviewing
22 your press releases and approving them, that it
23 doesn't exist?

24 A. No, I don't -- he would have told me
25 verbally in the office.

1 Q. Stop. A moment ago -- we'll get to
2 verbal in a second -- you testified --

3 A. Right.

4 Q. Okay. Just listen to the question.
5 You testified about e-mails.

6 A. Correct.

7 Q. Okay. You've produced everything to
8 us, all of your e-mails.

9 A. Right.

10 Q. So to the extent there is any e-mail
11 message from Dan Oran to you telling you that a
12 lawyer approved your press releases, that e-mail,
13 if it exists, it's going to be in your production
14 to the SEC.

15 Agreed or not?

16 A. Agreed.

17 Q. Thank you. So if it's not in your
18 production, it doesn't exist.

19 Agreed?

20 A. No. I'm not saying that at all.
21 That's not what I said. That's not what I'm
22 saying.

23 Q. Did you lose your e-mails? Were they
24 destroyed?

25 A. No, because if he would have verbally

1 told me in the office and signed it, it would be on
2 a hard copy in the files.

3 Q. Mr. Tucker, stop.

4 A. I wouldn't have it on the e-mail.

5 Q. Do you understand the difference
6 between an e-mail and a verbal conversation?

7 A. Yes, I do.

8 Q. Okay. We're talking about e-mails.
9 Do you understand that?

10 A. Yes.

11 Q. So again, if the production you made
12 to the SEC of your e-mails does not include an
13 e-mail between you and Dan Oran about a lawyer
14 approving your press releases, do you agree that an
15 e- -- that e-mail where Dan Oran supposedly
16 communicated to you, it doesn't exist?

17 A. Correct. In an e-mail, correct.

18 Q. Thank you. Who would have witnessed
19 any such conversations between you and Duran -- Dan
20 -- Dan Oran, that you're testifying happened where
21 he told you the lawyer approved your press
22 releases?

23 A. I -- I don't know. I would just be,
24 you know, guessing. Who -- who was in the office,
25 I don't know.

1 Q. When did the conversations occur?

2 A. Prior to every press release.

3 Q. Before everyone --

4 A. Every press release was discussed.

5 Every -- every press released was discussed. Dan

6 would provide the topic. I provided the first

7 draft. He would provide comments.

8 Q. But that's not my question.

9 A. I don't know what your question is.

10 Q. We were talking about lawyers

11 reviewing and supposedly blessing your press

12 releases. When did that happen? Before every

13 press release --

14 A. Before every press release.

15 Q. -- a lawyer would be hired to --

16 A. Yes.

17 Q. -- retain -- to review and determine

18 if they were correct?

19 A. Dan would communicate with the

20 attorneys. I didn't communicate -- that was Dan.

21 Dan would communicate with the attorneys, so I --

22 BY MS. BERLIN:

23 Q. But you weren't present, so you don't

24 know, correct?

25 A. No, I was most times, but he -- he was

1 on the phone with them. He would call them on the
2 phone, and he would go over the press release with
3 them.

4 Q. And did Mr. Oran tell the lawyers --
5 since you were claiming you heard the
6 conversations, did you hear Mr. Oran tell the
7 lawyers that marijuana/cannabis or TC- -- CBD or
8 hemp was not legal in Eswatini?

9 A. No.

10 Q. You never heard him say that?

11 A. No. No. No.

12 Q. Okay.

13 A. No.

14 Q. So you don't know if the lawyers gave
15 any advice about whether your press releases or
16 Tweets were okay because you don't even know if the
17 lawyers had been told by Mr. Oran about the legal
18 status of marijuana in Eswatini.

19 Is that fair?

20 A. He told me that he sent them the
21 agreement that we had with -- with the Eswatini.

22 Q. Just listen to the question. I'm not
23 asking about what documents he sent. I am asking
24 you --

25 MS. BERLIN: Just can you repeat back

1 the question.

2 BY MS. BERLIN:

3 Q. Just answer the question asked.

4 (Requested portion read.)

5 THE WITNESS: Yes.

6 BY MS. BERLIN:

7 Q. Did you personally ever speak with any
8 lawyer during the time of -- of Profile Solutions
9 that you were working there, working in connection
10 with it, did you ever personally -- did you seek
11 any legal advice from any lawyer about your press
12 releases or anything else connected to Profile
13 Solutions?

14 A. No. No.

15 Q. Okay. Now, you testified a bit ago
16 that you probably told potential investors or
17 investors or the investing public that cannabis is
18 not legal in Eswatini.

19 Do you recall that?

20 A. I don't know if anyone ever
21 specifically asked me is it legal or not. I --

22 Q. That's not my question. I'm not
23 asking if anyone asked you.

24 A. Right.

25 Q. I'll ask you again. Did you tell

1 anyone whether a potential investor, an investor or
2 the investing public that cannabis was not legal in
3 Eswatini?

4 MR. PERRY: Objection to form.

5 THE WITNESS: I don't remember.

6 BY MS. BERLIN:

7 Q. Okay. So you can't point to a person
8 or a -- any communication where you did disclose
9 that, correct?

10 A. Correct.

11 Q. And the same questions, but with
12 respect to marijuana?

13 A. Correct.

14 Q. And the same question, but with
15 respect to CBD?

16 A. Correct.

17 Q. And the same questions but with
18 respect to hemp?

19 A. Correct.

20 Q. Did Tom Arnold have any connection to
21 Profile Solutions, the actor or comedian,
22 Tom Arnold?

23 A. Not that I'm aware of. Never heard of
24 him. I mean, I've heard of the actor, but I'm not
25 aware of any involvement he had.

1 Q. Who -- Adam Baker was a -- an
2 individual who did work in connection with PR or
3 social media posting for Profile Solutions.

4 Yes?

5 A. Correct. Correct. He -- he handled
6 investor relations and social media for Profile.

7 Q. Did Mr. Baker also post on forums
8 other than Twitter concerning Profile Solutions?

9 A. I don't know. I assume so. I know he
10 did social media. I don't know exactly what he
11 posted.

12 Q. Okay. And he -- you would provide
13 that information to him? You would e-mail it to
14 him, correct?

15 A. I would e-mail him public information.
16 If the company came out with a press release, I
17 would send it to Adam.

18 Q. Okay. So if you drafted a press
19 release, you would send it to Adam Baker, correct?

20 A. Correct.

21 Q. And the purpose of that is for
22 Mr. Baker to then distribute it through social
23 media and elsewhere, yes?

24 A. Correct.

25 Q. And Mr. Baker, did he -- did he have

1 access to the Twitter account directly?

2 A. Yes.

3 Q. Okay. Because the Twitter account is
4 maintained using your phone number. Do you -- are
5 you aware of that? Do you know that?

6 A. I -- I don't doubt that.

7 Q. Okay.

8 A. I -- I know I started it.

9 Q. Okay. So both -- and you would post
10 on the Twitter account as well?

11 A. Correct.

12 Q. Other than you and Mr. Baker, did
13 anyone else have access to a lot of information?

14 A. I don't think so. I don't think so.

15 Q. So it would either be you posting or
16 Mr. Baker posting what you sent him to post,
17 correct?

18 A. I would provide the public information
19 to Mr. Baker, and Mr. Baker would come up with the
20 post. So either he posted it directly or he
21 drafted it and then I posted it.

22 Q. Okay. And when you say "the public
23 information," you're talking about the press
24 releases, and the information -- the press releases
25 basically, correct?

1 A. Right. The press release, or he would
2 take excerpts with -- because there's a quote by
3 Dan Oran. Maybe he would take the quote from
4 Dan Oran and post that.

5 Q. Okay.

6 A. You know, he did separate things. He
7 did the press release, he would do excerpts from
8 the press release, yes.

9 Q. Okay. But it all kind of flows back,
10 these press releases that he drafted, yes?

11 A. Correct.

12 Q. And I think we established before, and
13 you persisted with me that sometimes you would
14 draft -- when you drafted the press releases, you
15 would draft the language of a quote and attribute
16 it to Mr. Oran, correct?

17 MR. PERRY: Objection to form.

18 THE WITNESS: No. I -- what Dan would
19 do is Dan would communicate to me what he
20 -- you know, what the agreement was or what
21 he wanted to say in the press release, and
22 he'd want me to help him draft it and put
23 it together in words for him to review.
24 That -- that was our process. That was the
25 procedure.

1 BY MS. BERLIN:

2 Q. Understood. But some of the press
3 releases include quotes that are attributed to
4 Mr. Oran, so we have quotations marks, a quote, and
5 then it would attribute that quote to Mr. Oran.

6 Do you remember that?

7 A. Yes. I agree with you, yes.

8 Q. Okay. And you would drafts those
9 questions and attribute them to Mr. Oran.

10 Agreed?

11 A. I was part of the process of creating
12 the quotes, yes.

13 Q. Yes.

14 A. I didn't just come up with the quotes.

15 Q. Well, Mr. Oran didn't provide the
16 quotes to you for every press release?

17 A. He would tell me what he wanted me to
18 say.

19 Q. He would give you the general overview
20 of what he wanted the press release to say, and you
21 would come up with the quotes, correct?

22 A. And -- and what he wanted to say in a
23 quote. He would give me the general ideas of what
24 he wanted to say, and then I would put it, you
25 know, in good English and stuff like that and

1 present it back to him, "Is this what you want to
2 say, Danny, is this not what you want to say?"

3 Yes.

4 Q. As a quote?

5 A. As a quote or as a press release, as a
6 topic in a press release.

7 Q. Let me ask you another way: When
8 there's a quote in a press release --

9 A. Yes.

10 Q. -- that's not necessarily something
11 Mr. Oran like said or wrote down for you, he would
12 convey the general idea, you would draft the press
13 release, you would come up, you would craft a
14 quote, you would put it in there, and then you
15 would -- that would be the -- that's how it would
16 happen, correct?

17 A. Yes. Yes.

18 (Thereupon, Plaintiff's Exhibit 9
19 was marked for identification.)

20 BY MS. BERLIN:

21 Q. Okay. Thank you. I'm going to hand
22 you what I've premarked as Exhibit 9. And this is
23 one of the Tweets for Profile Solutions, correct?

24 A. Yes.

25 Q. Okay. And these all still remain up

1 on your Twitter account, yes? Mr. Tucker --

2 A. Are you asking -- are you asking if
3 it's still up on the Twitter account? I have -- I
4 have no idea. I --

5 (Simultaneous conversation.)

6 BY MS. BERLIN:

7 Q. The Profile Solutions account is in --
8 is -- you're the one who created it --

9 A. Right.

10 Q. It's all under your contact
11 information, correct?

12 A. Yes.

13 Q. And is it your testimony that you
14 don't know if that account is still active?

15 A. I don't know.

16 Q. Okay. So Exhibit 9 is one of these
17 Twitter posts for Profile Solutions.

18 Agreed?

19 A. Agreed.

20 Q. Okay. And rather, I did not print out
21 the Twitter -- your entire Twitter account for
22 Profile Solutions, so you would agree with me that
23 your Twitter account is whatever it is online, like
24 if I go to Twitter, I type in Profile Solutions,
25 I'm going to see its Twitter account with its

1 various Tweet posts?

2 A. Yes.

3 Q. Have you deleted any posts?

4 A. No.

5 Q. And so the posts that we see there
6 that are attributed to, say, this one, Exhibit 9 is
7 from October 26, 2018.

8 Do you see that in the top right
9 corner?

10 A. Yes.

11 Q. So the date that's on a Tweet, that
12 would be the date that it's posted?

13 A. Say that again. That -- that's not
14 March, it says October. Is that what you said?

15 Q. Do you see on Exhibit 9, it says
16 October 26, 2018?

17 A. Yes.

18 Q. Is that the date that this was
19 posted --

20 A. I assume so.

21 Q. -- Exhibit 9?

22 A. I assume so. And I assume -- I assume
23 that's the date.

24 Q. Okay. So you use Twitter, correct?
25 You created this bank -- this account for Profile

1 Solutions, yes?

2 A. Yes.

3 Q. Okay. So you've used Twitter. You
4 have admitted to posting --

5 A. Actually, hon- -- honestly, I don't
6 even know if I created it. Adam might have created
7 it using my e-mail, but I -- I don't even think
8 that I created it. I don't -- at that time, I
9 don't even know how to -- I didn't know how to open
10 up a Twitter account. I think Adam is probably the
11 one who created it with my stuff.

12 Q. How many various Twitter accounts have
13 been created to date using your -- your
14 information?

15 MR. PERRY: Objection to form.

16 THE WITNESS: I mean, I've used
17 Twitter since then. This is the first time
18 I was involved in Twitter.

19 BY MS. BERLIN:

20 Q. How many accounts? Answer the
21 question.

22 A. I don't know. I have a couple
23 definitely.

24 Q. Okay. And what about maintaining
25 Twitter accounts for your various clients that we

1 identified at the beginning of your testimony that
2 were publicly traded entities. Do you maintain
3 their Twitter -- or their Twitter accounts --

4 (Simultaneous conversation.)

5 THE WITNESS: Yes, some of them I do,
6 some of them I don't. Some of them I do,
7 some of them I don't, yes.

8 BY MS. BERLIN:

9 Q. Yeah. So you're familiar with
10 Twitter, yes?

11 A. Yes. Yes.

12 Q. And you understood -- do you agree
13 with me that when you see -- I'm look- -- we're
14 looking at Exhibit 9 together. Fair to call this a
15 Tweet?

16 A. Yes.

17 Q. Okay. And the date that is on the
18 first line of the Tweet, is that -- generally
19 that's the date that the Tweet is posted.

20 Do you agree with me?

21 A. Yes. Yes.

22 Q. Okay. So we're looking at Exhibit 9.
23 Would you agree this is posted October 26, 2018?

24 A. I assume so. That's what it looks
25 like, yes.

1 Q. Okay. You have no reason to doubt
2 that?

3 A. I have no reason to doubt that,
4 correct. Correct.

5 Q. Okay. So and do you see this Tweet,
6 Exhibit 9, it says, "Update on our cannabis growing
7 deal"?

8 A. Yes.

9 Q. PSIQ is to form a subsidiary in
10 Eswatini to operate the cannabis operations?

11 A. Yes.

12 Q. Eswatini is set to grant PSIQ the
13 required licenses and permits to research, grow,
14 distribute worldwide.

15 Do you see that?

16 A. Yes.

17 Q. And there's a note in here about
18 providing 1,000 hectares of secured land for
19 growth?

20 A. Yes.

21 Q. Okay. And below that, we see this is
22 at a trade conference in, I think it was in Nevada;
23 is that right, the picture?

24 A. I -- I don't remember.

25 Q. You don't remember where this was?

1 A. No, no. I know they went to trade
2 shows. I don't know where this particular one was.

3 Q. Okay. And you would -- it was ad- --
4 Profile Solutions is advertised at these trade
5 shows as a publicly trade company --

6 A. Yes.

7 Q. -- providing its ticker symbol?

8 A. Yes.

9 Q. So when people go to these trade
10 shows, they can also -- this is also a way to
11 market the investment in Profile Solutions.

12 Agreed?

13 A. It was to create awareness for the
14 company, yes.

15 Q. And to provide information for
16 potential investors, this is the ticker symbol, and
17 we're publicly traded.

18 A. Okay.

19 Q. That's not just there as an FYI, it's
20 there to let people know if they want to invest,
21 here's what are our ticker symbol is.

22 Agreed or not?

23 A. Okay. Agreed.

24 Q. Did you ever attend any of these trade
25 shows?

1 A. No.

2 Q. You can put Exhibit 9 aside.

3 A. I didn't -- this is not -- I didn't do
4 this, just so you know. I didn't do this. This is
5 not my -- my Tweet.

6 Q. Meaning you're not the one who entered
7 Exhibit 9 into Twitter?

8 A. It's my account. I'm not debating
9 that it's not my account. Yes, I -- it's my
10 account, but myself and Adam both did Tweets.
11 That's not a Tweet that I ever did.

12 Q. So are you saying this is the
13 Adam Baker?

14 A. Yes.

15 Q. So but Mr. Baker would get the
16 information for the Tweets from you, correct?

17 A. No. He would get the press releases
18 from me, and he would draft whatever he drafted. I
19 didn't give him the wording on that.

20 Q. Understood.

21 A. Okay.

22 Q. So you would give him -- for
23 Exhibit 9, for example --

24 A. Right.

25 Q. -- you would give him the information,

1 whether it's a -- a press release that you drafted,
2 and then he would take from that press release and
3 post a few lines on Twitter; is that correct?

4 A. Correct.

5 Q. And you would agree the press releases
6 are longer than a Tweet has a limit, correct?

7 A. Correct.

8 Q. And so he would take what you put in
9 your press release and it would take a few lines of
10 it and put it into a Tweet.

11 Agreed?

12 A. Correct. Correct, yes.

13 Q. And sometimes you would do it?

14 A. I'm sorry?

15 Q. Sometimes it would be you.

16 A. Correct.

17 Q. Sometimes it would be Adam?

18 A. Correct.

19 Q. But whenever it was Adam, he got the
20 information from you?

21 A. Right. And I got the information from
22 Dan.

23 Q. Every time you got the information
24 from Dan?

25 A. Absolutely.

1 Q. Okay.

2 A. I just work there.

3 Q. That's not true, is it?

4 A. Oh, it was very true. It's very true.

5 MR. PERRY: Objection as to form.

6 BY MS. BERLIN:

7 Q. Mr. Tucker, you worked in the offices
8 every day. There were employees who were there as
9 well, correct?

10 A. Pretty much.

11 (Simultaneous conversation.)

12 BY MS. BERLIN:

13 Q. Any reason why those employees would
14 lie under oath?

15 A. No. I --

16 MR. PERRY: Objection as to form.

17 A. No. I'm not -- I'm not saying I
18 didn't work very hard.

19 BY MS. BERLIN:

20 Q. Well, I mean, my question is --

21 A. Right.

22 Q. -- is there a reason why we would
23 question the credibility of the individuals who
24 worked at Profile Solutions during the time you
25 did?

1 A. No.

2 Q. What about Mr. Oran? Is there a
3 reason that we should question his sworn testimony
4 or his credibility? Does he have a reason to lie?

5 MR. PERRY: Objection to form.

6 THE WITNESS: I read Mr. Oran's
7 testimony.

8 BY MS. BERLIN:

9 Q. My question is, does Mr. Oran have a
10 reason to lie about your involvement in Profile
11 Solutions?

12 MR. PERRY: Again, objection to form.

13 THE WITNESS: I -- I believe, yes.

14 BY MS. BERLIN:

15 Q. What is that?

16 A. To protect himself.

17 Q. From what?

18 A. To protect himself. To keep blaming
19 me, because before that, he blamed me, blamed me,
20 blamed me. I -- I've made no decisions.

21 Q. You understand --

22 A. I just worked there. I wasn't a
23 control person. I had no say. I had no authority.

24 Q. You understand that Mr. Oran is also a
25 defendant in this case, correct?

1 A. Yes, I do. Yes, I do.

2 Q. And he has actually taken
3 accountability for the charges against him.

4 Do you understand that?

5 MR. PERRY: Objection as to form.

6 BY MS. BERLIN:

7 Q. Yes or no?

8 A. I understand that he made the
9 agreement, yes, I do.

10 Q. Well, it's not an agreement. He
11 consented to the Judge would -- to the judgment
12 into all charges against him, being --

13 A. No.

14 Q. -- entered --

15 (Simultaneous conversation.)

16 THE WITNESS: No. That's not what --
17 that's not what I understood. What I
18 understood is that he consented without
19 admitting or denying. That's what I
20 understood.

21 BY MS. BERLIN:

22 Q. And you understand that you could do
23 the same exact thing today if you wanted to, but
24 you haven't, correct?

25 MR. PERRY: Objection to form.

1 THE WITNESS: Do I agree that -- I
2 mean, I -- I assume I -- I don't know. I
3 mean, I -- I -- I assume that was offered
4 to me at one time, I don't know if I still
5 can. I don't know -- I don't know -- I
6 don't understand what you're asking me.

7 BY MS. BERLIN:

8 Q. So what is Mr. Oran -- your -- your --
9 is -- is it your testimony, because you said you
10 read -- you've read Mr. Oran's testimony,
11 correct --

12 A. Right.

13 Q. -- in this case?

14 A. Right.

15 Q. And is it your testimony that Mr. --
16 was Mr. Oran's testimony about your involvement at
17 Profile Solutions true?

18 A. To a certain extent.

19 Q. Okay. Well, what parts of it were
20 false?

21 A. What he relied on me and depended on
22 me and trusted me and counted on me, I don't
23 believe that to be true at all.

24 Q. Okay. So it was the things that
25 you're -- that you believe or that you're

1 questioning are the things that where he testified
2 about his -- what trust he put in you and to what
3 was going on in his own head?

4 A. Right.

5 Q. Okay.

6 A. Right.

7 Q. All right. Let's move on. So who's
8 Laurie Sherman?

9 A. Laurie Sherman is my fiance. Her name
10 is Laurie Tepper.

11 Q. She invested in Profile, correct?

12 A. No.

13 Q. Laurie Sherman doesn't have any --

14 A. No.

15 Q. -- shares in Profile Solutions?

16 A. None.

17 Q. And never has?

18 A. Zero. Never has.

19 Q. What about any other company she's
20 been involved with as a consultant or officer?

21 A. Does she have shares in any other
22 company?

23 Q. Correct.

24 A. Yes.

25 MR. PERRY: Objection as to form.

1 BY MS. BERLIN:

2 Q. Which one?

3 A. Beta Music Group.

4 Q. Any others?

5 A. I know Beta Music Group. I don't
6 think there are any other ones. She might have had
7 restricted shares in Profile. I don't think she
8 ever had any free trading shares in Profile.

9 Q. I didn't ask free trading versus --

10 A. No. I'm trying to remember. I'm
11 trying to remember because I don't know if she had
12 any shares in Profile.

13 Q. So are you changing your answer from
14 no, she didn't to you don't know.

15 A. I don't think so. That's my answer.
16 I don't think she had any shares in Profile.

17 Q. Okay. And she has shares in Beta
18 Music Group?

19 A. Yes.

20 Q. How? Why? Did she buy them?

21 A. He purchased them, yes.

22 Q. How did she learn about it?

23 A. From me.

24 Q. And has -- has she made any profit
25 from the Beta Music Group shares?

1 A. Yes, she did.

2 Q. Tell me about that.

3 A. She sold some of her shares, and she
4 made a profit.

5 Q. Did you tell her to sell?

6 A. No.

7 Q. Do you live together?

8 A. Yes.

9 Q. You didn't tell her there was a good
10 time to sell?

11 A. I didn't know if we lived together at
12 that time.

13 Q. So she just randomly happened to sell
14 for a profit?

15 A. Yeah. She had a bigger profit. And
16 she had a profit and a stock, and she wanted to
17 sell her stock.

18 Q. Is -- she's not -- is she -- she's
19 noted a sophisticated investor, would you agree?

20 A. Agreed.

21 Q. And how much money did she make from
22 the Beta Music Group shares that she sold, if you
23 remember?

24 A. I don't recall.

25 Q. She made a significant profit.

1 Agreed?

2 A. I don't think so. I don't know what
3 you consider "significant profit."

4 Q. How about we just say she made a
5 profit. How's that?

6 A. She made a profit.

7 Q. Yeah.

8 A. Yes.

9 Q. And is it your testimony today that
10 you didn't provide her with any information that
11 caused her -- or let's just say any information
12 whatsoever prior to her about Beta Music Group or
13 its activities prior to her selling her shares for
14 a profit?

15 MR. PERRY: Objection to form.

16 THE WITNESS: Nothing -- nothing more
17 than was public information.

18 BY MS. BERLIN:

19 Q. Okay. So what did you tell her?

20 A. I don't remember what I told her. I
21 would have told her whatever is public. I don't
22 know.

23 Q. So it's a coincidence that she is --

24 A. It's not a coincidence.

25 Q. I'm sorry. I'm asking a question.

1 A. Okay.

2 Q. Is it your testimony it's a
3 coincidence that she's your fiance -- and what is
4 your role at Beta Music again?

5 A. I was a consultant and a shareholder.

6 Q. Right. So you're a consultant and
7 shareholder, very involved in Beta Music at the
8 time, correct?

9 A. Correct.

10 Q. Yes?

11 A. Yeah, I'm an -- I was a consultant,
12 yes.

13 Q. You knew all the -- you knew all the
14 ins and outs of Beta Music Group, yes?

15 A. Right.

16 Q. And so is it your testimony that it is
17 a coincidence the timing of her sale of the shares
18 that she made a profit --

19 A. I don't think she --

20 (Simultaneous conversation.)

21 MR. PERRY: Objection as to form.

22 BY MS. BERLIN:

23 Q. -- and while she was engaged to you,
24 and you knew everything going on in the business on
25 a day-to-day business, yes or no?

1 A. No, I don't think it's -- I don't
2 think it's a coincidence.

3 Q. It's not a coincidence?

4 A. No, I don't think it's a coincidence
5 at all.

6 Q. Okay. So then tell -- explain why.

7 A. She sold -- she sold some of her
8 shares. I -- I don't see -- I don't see what the
9 relevance is.

10 Q. The question is -- you know what? So
11 meaning it's a coincidence that she has access to
12 you, and you have -- you agree with me you have
13 access to inside information about Beta Music
14 Group?

15 A. I sold --

16 MR. PERRY: Objection as to form.

17 THE WITNESS: If I remember correctly,
18 I sold some of my shares also.

19 BY MS. BERLIN:

20 Q. My question is --

21 A. All right.

22 Q. -- do you agree with me, yes or no,
23 that you have inside information about Beta Music
24 Group at the time --

25 A. No. No, I don't.

1 Q. -- that she --

2 A. No.

3 Q. You didn't have any inside --

4 A. No.

5 Q. -- information about --

6 A. No.

7 Q. -- Beta Music Group?

8 A. No. No, I didn't.

9 Q. So at the time that she sold her
10 shares, your testimony is you had no inside
11 information about Beta Music Group?

12 A. Correct.

13 MR. PERRY: Objection to form.

14 THE WITNESS: Correct.

15 MS. BERLIN: I'm getting close to the
16 end, which is good news.

17 THE WITNESS: Yes, it is.

18 MS. BERLIN: We'll be finished
19 shortly.

20 THE WITNESS: I don't know what that
21 means when a lawyer says that.

22 MS. BERLIN: Right. I know. That's
23 always a dangerous --

24 THE WITNESS: One more question.

25 MS. BERLIN: Yeah.

1 THE WITNESS: Yeah.

2 MS. BERLIN: I'm going to try to
3 really get it to the end.

4 (Thereupon, Plaintiff's Exhibit 6
5 was marked for identification.)

6 BY MS. BERLIN:

7 Q. So let's see here. I'm going to show
8 you what I've marked as Exhibit 6. And again, I
9 didn't print out the entire Profile Solutions
10 Twitter account with all of your various Tweets,
11 but I'm showing you Exhibit 6, okay? And -- and
12 this is a Tweet from Profile Solutions.

13 Do you see that?

14 A. Yes.

15 Q. Okay. And this is from -- do you see
16 the date of February 12, 2019? Look at the bottom
17 under the picture.

18 A. I see it.

19 Q. Okay. And do you see the reference
20 says, "Eswatini increases cannabis development.
21 King Mswati calls on Trump to help Africa play
22 bigger role at the UN."

23 Do you see that?

24 A. Yes.

25 Q. Okay. So you would agree with me,

1 though, that Eswatini, cannabis is always -- has --
2 was at the time of this release and still is not
3 legal in Eswatini, yes or no?

4 A. I don't know if -- I don't know the --
5 the current status, but it wasn't legal at that
6 time.

7 Q. Okay. There was no cannabis
8 development in Eswatini in 2019, correct?

9 A. I -- I have no idea. I didn't -- I
10 mean, I didn't do this Tweet.

11 Q. Okay.

12 A. This is definitely not me.

13 Q. So this would have been Mr. Baker?

14 A. Definitely.

15 Q. And you would have gotten -- and you
16 said -- testified before he was getting things from
17 your press releases?

18 A. No. It Wall street Bulletin. I have
19 no idea who Wall Street Bulletin is. That's --
20 that looks like the originator of that information.

21 Q. Okay.

22 A. I don't know.

23 Q. I --

24 A. I don't know. I -- he didn't get that
25 from me, definitely didn't get that from me.

1 Q. He didn't get this from you?

2 A. No. No. No.

3 Q. Okay. And I -- I will proffer to you
4 that the link for the Wall Street Bulletin is not
5 like a third party making this representation about
6 Eswatini increasing cannabis development.

7 So where did -- if you're claiming it
8 was Mr. Baker, you're claiming Mr. Baker, who's a
9 third party --

10 A. Yeah.

11 Q. -- that he just came up with this, and
12 he invested it on his own?

13 A. What do you mean "invented"? I -- I
14 never -- I never provided that information to him.

15 Q. So he decided to --

16 (Simultaneous conversation.)

17 BY MS. BERLIN:

18 Q. Okay. So where would Mr. Ba- --
19 Mr. Baker on his own decided to just draft a Tweet
20 about Profile Solutions.

21 Is that the testimony?

22 A. Yeah. Yes.

23 Q. Yeah. And when you saw it on -- did
24 he -- did she show the -- did he show the Tweets to
25 you? He e-mailed them to you.

1 A. Probably. Probably. Probably.

2 Q. Yes. And so if you didn't draft this

3 --

4 A. Right.

5 Q. -- and you don't know where it came
6 from, why didn't you -- did you ask Mr. Baker, like
7 hey, why did you unilaterally draft this?

8 A. He probably -- he probably sent it to
9 me.

10 Q. Okay.

11 A. Okay.

12 Q. And then you posted on Twitter?

13 A. He posted on Twitter.

14 Q. Okay. He posted on your account on
15 Twitter?

16 A. Yeah. He did it all the time.

17 Q. Okay. And after he sent it to you,
18 and when he sent it to you, did you tell him not to
19 post it?

20 A. I didn't tell him anything.

21 Q. Did you question where he got the
22 information?

23 A. I think he gave the source there, Wall
24 Street Bulletin.

25 Q. Okay.

1 A. I -- I think he gave -- I think he
2 gave -- if I remember correctly, I think he gave it
3 to -- I think he sent it to me, the article.

4 Q. I'm, again, proffering to you. I'm
5 trying to help --

6 A. Okay.

7 Q. I'm proffering to you that that --
8 this Wall Street Bulletin is not something that
9 said Eswatini increases cannabis development, okay?
10 Let's assume -- so I -- don't take my word for it,
11 but assuming that that's the case --

12 A. Right.

13 Q. -- okay, you didn't ask when you got
14 this from Mr. Baker where he got this information,
15 you just allowed him to post it on your Twitter
16 account?

17 A. I didn't allow him or not allow him.
18 He posted it on my Twitter account.

19 Q. You gave him your log-in information.

20 A. Right.

21 Q. It's your Twitter account.

22 A. Right. Right.

23 Q. Right?

24 A. Right.

25 Q. And it's your account. You can delete

1 things, correct?

2 A. I guess. I guess. You're right. No,
3 I'm not -- I'm not --

4 Q. It's your Twitter account. You agree
5 with me, yes?

6 A. I'm not disagreeing with you.
7 Right.

8 Q. So my question is, did you ask -- did
9 you tell Mr. Baker he could not post this?

10 A. I didn't tell him anything.

11 Q. You didn't tell him anything? Okay.

12 And Mr. Baker has no position at
13 Profile Solutions, correct?

14 A. I don't know that it's my personal
15 Twitter account either. I think it's the company's
16 Twitter account. I think that's his account. It
17 might have my e-mail and phone number.

18 Q. Yeah. You --

19 A. But it's the -- it's the -- it's the
20 company's Twitter account. That's the only thing,
21 I was on that Twitter account. The stuff on
22 Profile is the company's Twitter account.

23 Q. Mr. Tucker --

24 A. Yes.

25 Q. -- you created the Pro- -- the Twitter

1 account.

2 A. On behalf of Profile.

3 Q. Just listen to me and answer yes or
4 no. You created the Twitter account, yes or no?

5 MR. PERRY: Form.

6 BY MS. BERLIN:

7 Q. You created the Twitter account,
8 correct?

9 A. Yes. Yes.

10 Q. You created this Twitter account using
11 your personal phone number, correct?

12 A. Yes.

13 Q. You created the Twitter account using
14 your personal e-mail account, correct?

15 A. It's the only e-mail I had.

16 Q. Is that a yes?

17 A. Yes. Yes.

18 Q. And you named your Twitter -- the
19 account that you created --

20 A. Right.

21 Q. -- and you maintained, you named it
22 the Profile Solutions, Inc., correct?

23 A. Right, because it was Profile's.

24 Q. You cre- --

25 A. I'm not understanding what your

1 question is.

2 Q. Mr. Tucker, answer the question.

3 A. Okay.

4 Q. You created the password for the
5 Twitter account, yes?

6 A. Yes.

7 Q. Now, Mr. Tucker, the -- and at all
8 times, you had the ability to delete and control
9 this Twitter account?

10 A. Yes.

11 Q. And you still do, yes?

12 A. I never even thought about it, but
13 yes. I didn't think about this a whole lot.

14 Q. And that -- again, I'm not showing you
15 every single Tweet because your Twitter account
16 speaks for itself. It is still active. You have
17 not deleted it, correct?

18 A. I didn't know that.

19 MR. PERRY: Objection to the form.

20 THE WITNESS: No, no. I -- he -- I --
21 he -- I'm not -- I'm not debating with you.
22 I'm just saying I didn't know that it was
23 up or not up. I never thought about it.

24 BY MS. BERLIN:

25 Q. Have you ever deleted it?

1 A. No. I didn't personally delete it,
2 no.

3 Q. Okay. And Mr. Baker was not a
4 shareholder of -- of Profile Solutions?

5 A. Yes. He has shares.

6 Q. How many shares did he have?

7 A. I have no idea. But he had shares. I
8 remember him getting shares.

9 Q. Who gave him shares?

10 A. The company. His work. Part of his
11 agreement.

12 Q. At what time?

13 A. During this time, he had shares. He
14 had shares in his agreement. I don't remember
15 exactly how many shares or what date he had his
16 shares, but he had shares in his agreement.

17 Q. Okay. And so it's your testimony
18 sitting here, and -- you're pos- -- you're positive
19 that Mr. Baker had shares in -- let's go back to
20 this Exhibit 6 -- February 12, 2019 that Mr. Baker
21 held shares in Profile Solutions?

22 A. I'm not saying I'm positive, but I
23 believe he had shares. I'm not -- I'm not
24 positive.

25 Q. Okay.

1 A. I would look at the shareholders, but
2 I believe he had shares. I -- I can't swear to it,
3 but I believe he had shares.

4 Q. Okay. But you don't know?

5 A. I believe he had shares.

6 Q. So you understand you're here
7 testifying under oath. If --

8 A. Yeah. Yeah.

9 Q. -- I ask you a question and you say
10 yes, I understand that you mean yes. If you don't
11 recall or you don't know, one of the first
12 instructions is just say I don't know.

13 Do you understand?

14 A. Okay. Okay.

15 Q. Do you understand, yes or no?

16 A. Yes. Yes, I do.

17 (Thereupon, Plaintiff's Exhibit 8
18 was marked for identification.)

19 BY MS. BERLIN:

20 Q. So Profile Solutions -- this is
21 Exhibit 8. It's another of the Tweets on your
22 Profile Solutions account.

23 Will you give one to the court
24 reporter, please?

25 A. Sure.

1 Q. Thank you.

2 THE REPORTER: Thank you.

3 BY MS. BERLIN:

4 Q. Exhibit 8, do you see this is posted
5 June 11, 2019?

6 Do you see that?

7 A. Yes.

8 Q. And we see that it states, "PSIQ
9 closes a deal to acquire license to prepare land to
10 grow, cultivate, distribute an export Israel
11 medical cannabis."

12 Do you see that?

13 A. Yes.

14 Q. And so -- and it -- it's actually
15 attaching to a press release.

16 Do you see that?

17 A. Yes.

18 Q. And I will proffer to you that it is
19 the press release I showed you earlier that is
20 Exhibit 7.

21 Do you recall seeing that?

22 A. Yes.

23 Q. So and in that press release, you
24 recall we looked at it together?

25 A. Yes.

1 Q. So Exhibit 8 links to -- this Tweet
2 links to the press release where you -- that you
3 drafted that discloses the legal status of cannabis
4 in Israel; correct?

5 A. Yes.

6 Q. Okay. And you did not do the same
7 thing with respect to your post about Profile
8 Solutions in Eswatini, correct?

9 MR. PERRY: Objection to the form.

10 THE WITNESS: Yes.

11 BY MS. BERLIN:

12 Q. I'm sorry. The answer -- you talked
13 over each other at the same time. You said "yes"?

14 A. Yes.

15 Q. You can set that aside. And you
16 understand that your Twitter account is evidence,
17 correct?

18 MR. PERRY: Objection to form.

19 BY MS. BERLIN:

20 Q. Do you understand that, yes or no?

21 A. Yes.

22 Q. And you have been seeing that -- the
23 Tweets and posts today, correct?

24 A. Yes.

25 Q. Okay. And do you have any intent at

1 this time to delete that Profile Solutions Twitter
2 account or take it down?

3 A. I'd like to now -- I didn't even know
4 it was up. I'd like to take it down, unless I'm
5 not allowed to take it down. If I'm allowed to
6 take it down. If I'm allowed to take it down, I
7 will take it down. I didn't know it was up.

8 Q. So again, do you plan to take it down
9 as a le- -- that Profile Solutions Twitter account?

10 A. If my counsel says I can legally take
11 it down, I am taking it down.

12 Q. Don't tell me about any of your
13 conversations with your counsel.

14 A. I don't know if I'm allowed to. I --
15 I haven't -- I don't know how to answer your
16 question.

17 Q. Okay.

18 A. I would like to take it down, yes.

19 Q. Okay. But you don't know if you will,
20 you're going to speak to your counsel; is that
21 correct?

22 A. If I am allowed to, I will.

23 Q. Okay. And why is that?

24 A. Because I don't want these things up
25 anymore. I don't --

1 Q. Why?

2 A. Because -- because there's things that
3 were posted, you know, on my Twitter that I didn't
4 do, and now I'm being asked about it. I didn't
5 post these things. These are not my postings.

6 Q. Okay. They are -- you've testified
7 already that you -- either you posted them or
8 Mr. Baker posted them --

9 A. The ones you showed me --

10 Q. -- based on your press releases,
11 correct?

12 A. Right. The ones you showed me are not
13 ones that I posted.

14 Q. Okay. They're on your account.

15 A. I got it. I understand.

16 Q. So and -- and you have known that --
17 you have known about your own Twitter account in
18 the name of Profile Solutions since the day you
19 created it.

20 Agreed?

21 A. Correct. Yes.

22 Q. And you know what's on the Twitter
23 account, yes?

24 A. I -- I should have taken it down. I
25 didn't think about it.

1 Q. My question is, you --

2 A. Yes. Yes.

3 Q. -- have known what's on there. Every
4 time something's posted, you know?

5 A. Yes. Yes.

6 Q. All right. Who's Larry Orlaf (ph)?

7 A. I have no idea.

8 Q. You don't know?

9 A. No.

10 Q. Do you have a YouTube account?

11 MR. PERRY: I'm sorry. I didn't hear
12 what you said.

13 BY MS. BERLIN:

14 Q. Do you have a YouTube account?

15 A. I don't think so.

16 Q. And when I say "you," I'm not being
17 cute like you tried to with the Twitter where you
18 were like oh, I created the account, but it doesn't
19 belong to me, it belongs to Profile Solutions, so
20 let me be clear.

21 MR. PERRY: Objection -- objection to
22 form.

23 BY MS. BERLIN:

24 Q. When I say do you have a YouTube
25 account or do you have a Reddit account or do you

1 have and I fill in the blank social media account,
2 that could mean it's an account you created in the
3 name of one of -- of a different entity.

4 Do you understand?

5 A. Yes.

6 Q. Okay. So have you ever created or
7 maintained any YouTube account?

8 A. I don't think so.

9 Q. Okay. You agree with me that
10 generally when people put out statements and
11 representation about a company, it impacts the
12 stock price?

13 MR. PERRY: Objection to form.

14 BY MS. BERLIN:

15 Q. Agreed or not?

16 A. Agreed. In they are.

17 Q. But not just in theory?

18 A. Sometimes it doesn't. Sometimes
19 there's absolutely nothing.

20 Q. But the purpose of when a company puts
21 out statements so when you put out statements about
22 Profile Solutions, you understand that the
23 statement that you're putting out in a press
24 release or in a Tweet can impact the stock price of
25 the Profile Solutions shares, correct?

1 MR. PERRY: Objection to form.

2 BY MS. BERLIN:

3 Q. Do you understand that, yes or no?

4 A. Yes. Yes.

5 Q. And you understand it at the time that
6 these representations are being made?

7 A. Yes.

8 Q. Let's go back to your answer. Do you
9 still have it in front of you? It was Exhibit 5.
10 I can give you another copy. I might have taken
11 yours.

12 A. We have it.

13 Q. Let's look at your affirmative
14 defenses. Can you turn to that page I told you
15 about before near the end?

16 A. I think -- I think you were saying
17 Page 52? Is that what you're talking about, 51?
18 52?

19 Q. Do you see the heading that says
20 "Affirmative Defenses"?

21 A. Okay. 51.

22 Q. Yeah? Page 51. Okay. So let's look
23 at the second affirmative defense, all right?

24 Do you see it?

25 A. Yes.

1 Q. Read it aloud, please.

2 A. "The commissions claims are barred in
3 whole or in part because Mr. Tucker acted in good
4 faith at all material times and in conformity with
5 all applicable federal" -- federal "statute,
6 including the Securities and Exchange Act and all
7 the federal rules and regulations" prolong- --
8 "promulgated thereunder."

9 Q. Okay. So tell me how did you act in
10 good faith with respect to the allegations of the
11 complaint against you?

12 MR. PERRY: Object to the extent it
13 calls for a legal conclusion.

14 MS. BERLIN: I'm not asking for a
15 legal conclusion.

16 THE WITNESS: All right.

17 BY MS. BERLIN:

18 Q. You understand what the words "good
19 faith" mean? Mr. Tucker --

20 A. Yeah, I mean, I'm -- I'm trying to
21 under- -- no. I -- I --

22 Q. You don't understand what the words
23 "good faith" mean?

24 A. I -- I think -- I think everything I
25 did was in good faith. I don't think I did

1 anything in bad.

2 Q. Why -- tell me what evidence -- what
3 steps did you take, okay, to -- to engage -- you've
4 read the complaint against you, correct?

5 A. Yeah. Yes.

6 Q. So tell me what good faith efforts did
7 you make to in- -- in connection with the
8 allegations, the misconduct alleged against you?

9 A. Okay. Initially I had no knowledge
10 about Eswatini, or initially I had no knowledge
11 about cannabis and anything in Eswatini until this
12 whole thing happened. But after we got the initial
13 letter, you know, then I was involved. You know,
14 Danny introduced me to the parties. I spoke
15 directly -- I met the two princes. I spoke to them
16 directly.

17 Both of them told me you're definitely
18 getting the license, that this is the process, one
19 being the king's brother, one being the king's son.
20 Met with them in Florida. Met with them in Oregon
21 to show them operations where they reaffirmed that
22 we were getting these licenses.

23 Danny invited me to go to Eswatini,
24 and I went with Dan to Eswatini with people from
25 another public company, Stem Holdings, okay, who

1 also believed we had the preliminary approval who
2 put up \$2 and a half million in escrow towards this
3 license.

4 We met with the attorney general, you
5 know, in there in Eswatini. We met with the prime
6 minister. We met with the minister of health, all
7 of them assuring us we're getting a license. They
8 took us to the property that we were going to be
9 able to grow. They took us to the building that we
10 were going to be able to have our offices.

11 The director of operation, I believe
12 it was, for Stem Holdings went there also. They
13 asked us to prepare the actual licenses because
14 they did not have licenses, and the representative
15 from the Stem Holdings prepared the licenses.

16 I saw the licenses, I met with the
17 people. I -- I don't know what else I -- I -- I
18 could have done to assure that I was acting
19 properly in my role.

20 Q. So you attended lots of meetings,
21 right?

22 A. The -- a -- this was the ones I met,
23 yes. Yeah.

24 Q. So many opportunities to ask
25 questions, correct?

1 A. Oh, yeah, absolutely.

2 Q. So many conver- -- at least some of,
3 what, 100, maybe 100 hours of conversations between
4 everything you've just described?

5 MR. PERRY: Objection to form.

6 (Simultaneous conversation.)

7 THE WITNESS: I don't know. Not even
8 -- I don't know how many hours.

9 BY MS. BERLIN:

10 Q. 50? 30?

11 A. Okay. I don't know --

12 Q. Okay.

13 A. -- probably.

14 Q. Yeah? And it never came up that
15 cannabis in this entire operation was not legal in
16 Eswatini?

17 A. No. I found out that it was illegal,
18 and that -- and that's what they were doing. They
19 were making it legal, you know, with our licensing,
20 and that's why the king had to sign off on it,
21 which we were told the king is going to approve
22 this. That's what -- that's what we were led to
23 believe. That's what we were told.

24 Q. That's what -- did the king -- so wait
25 a second. So if the king -- when the king of

1 Swatin- -- of Eswatini, when he testifies in your
2 trial, he's going to say that he told you that
3 he --

4 (Simultaneous conversation.)

5 BY MS. BERLIN:

6 Q. -- the law?

7 A. I never met the king. I've met the --
8 I never met the king. I never said I met the king.
9 I met the two princes. That's who I met, the two
10 princes.

11 Q. What are their -- which princes? Tell
12 me their names. Which princes told you that the
13 king -- and they told you, if I understand
14 correctly, that the king --

15 A. And I have it in my text, which --
16 which you have also.

17 Q. Just listen to me, please.

18 A. Yeah.

19 Q. Let me ask a question.

20 A. Okay.

21 Q. The pri- -- is it -- am I
22 understanding you correctly, that the two princes
23 of Eswatini told you that the king could create
24 laws in Eswatini that was making cannabis legal,
25 and that he was creating that law?

1 A. That parliament would create law, and
2 the king would approve it.

3 Q. Right. So it's par- -- I just want to
4 make sure you understood.

5 A. Right.

6 Q. It's parliament. It's not the king
7 that creates the law. You understood that.

8 A. Right.

9 Q. And you understood that then?

10 A. Right.

11 Q. Yes?

12 A. Right.

13 Q. Okay. So but it didn't happen. So
14 let's just get to -- you agree with me it never
15 happened, there's never been a law that -- that
16 cannabis is legal?

17 A. I -- I haven't -- I haven't followed
18 it recently, but, you know, when I was involved, it
19 was never approved.

20 Q. It was never a law.

21 A. Right. Right. Right.

22 Q. Okay. So and you knew that. During
23 all these meetings, you knew it's still not legal
24 in Eswatini?

25 A. Right. We knew the government had to

1 approve it.

2 Q. Right. And you knew that parliament
3 had to do it, yes?

4 A. Yes. Absolutely.

5 Q. Okay. So and you knew that that had
6 not occurred?

7 A. Right.

8 Q. You knew all of that, yes?

9 A. Right. Right. Not initially, but I
10 came to learn that, yes.

11 Q. Yeah. And there were a lot of
12 conversations about it, yes, internally?

13 A. All -- all the same.

14 Q. But there were -- just answer the
15 question. Were there a lot of --

16 A. Yes.

17 Q. -- conversations about --

18 A. Yes. Yes. Many, many conversations.

19 Q. -- it that you had?

20 A. Yes.

21 Q. Because it was very important,
22 correct?

23 A. Yes.

24 Q. Critical?

25 A. Yes.

1 Q. Because there's no profits to come
2 from Eswatini with -- with Profile Solutions if
3 cannabis remains illegal, yes?

4 A. Correct. Absolutely.

5 Q. So all these conversations are
6 happening so important, but you never once included
7 that single line in any of the press releases you
8 drafted about Profile Solutions in Eswatini, agreed
9 or no?

10 A. Nobody told me to do that.

11 Q. Just --

12 A. No -- no one did it. No one -- no one
13 did it.

14 Q. Mr. Tucker --

15 A. I was not the decisionmaker.

16 Q. -- I am not asking that. You're --
17 you're pivoting an answer, something I'm not
18 answering. Answer the question.

19 My question is, this was so important,
20 you had all of these conversations internally. You
21 knew it, right?

22 A. Right.

23 Q. You knew it wasn't legal in Eswatini.
24 Agreed?

25 A. Right.

1 Q. And you agree with me that that was a
2 critical fact that would affect profitability of
3 Profile Solutions, yes or no?

4 A. Yes.

5 Q. It would affect the stock price of
6 Profile Solutions, yes or no?

7 A. Possibly. Possibly.

8 Q. Really?

9 A. Yeah. Yes. Yes.

10 Q. Yes, it would?

11 A. Yes. Not -- not necessarily.

12 Q. And it would affect the profitability
13 of the overall business, yes or no?

14 A. Not necessarily.

15 Q. It wouldn't? So --

16 A. No. It might not be profitable.

17 Q. Mr. Tucker, you drafted press releases
18 about Profile Solutions possibly doing business in
19 Eswatini.

20 A. Correct.

21 Q. And you posted those or you -- you
22 gave them to Mr. Baker to do Tweets about or to
23 distribute because it was important information
24 about Profile Solutions?

25 A. Correct.

1 Q. Okay.

2 A. Right.

3 Q. And in none of those press releases --
4 and I'm not asking you whose decision it was. In
5 not a single press release you ever drafted did you
6 disclose the fact that it wasn't legal in Eswatini
7 to have cannabis?

8 A. Correct.

9 Q. But you did it for other countries
10 like Israel where it was legal, yes?

11 Yes or no?

12 MR. PERRY: Objection to form.

13 THE WITNESS: I guess so. I guess so.

14 BY MS. BERLIN:

15 Q. Well, you looked at it earlier. Do
16 you remember?

17 A. Okay. Yeah.

18 Q. So if it was legal and -- and
19 beneficial to Profile Solutions, then you disclosed
20 it in a press release, yes?

21 MR. PERRY: Objection to form.

22 THE WITNESS: No, we put it as subject
23 to government approval. I guess those are
24 --

25 (Simultaneous conversation.)

1 BY MS. BERLIN:

2 Q. Okay. Let's stop and go back.

3 A. Okay.

4 Q. We're going to pull it up again.

5 A. Okay.

6 Q. We keep looking at it.

7 A. Okay.

8 Q. We're going to show you one more time.

9 The press release --

10 MR. PERRY: Objection.

11 BY MS. BERLIN:

12 Q. -- that you drafted for Israel -- I'm
13 handing it to you again.

14 A. Okay.

15 Q. Exhibit 7. Turn to Page 2. Do you
16 see the heading, "Israel's Position on Cannabis"?

17 A. Yes.

18 Q. And here you disclose the fact that --
19 you cite the law "The Dangerous Drug Ordinance of
20 January 27th, 2019."

21 Do you see that?

22 A. Yes.

23 Q. You drafted that. And then you say,
24 "This approval enables farmers to export medical
25 cannabis."

1 You see that?

2 A. Yep.

3 Q. And it says, "The law conditions
4 growing cannabis on a health ministry license."

5 You see that?

6 A. Yes.

7 Q. Okay. So you provide a whole
8 paragraph here about how its legal in Israel, but
9 you need a license, correct?

10 A. Yes.

11 Q. You even cite the law.

12 A. Yes.

13 Q. Okay. So again, Mr. Tucker, when it
14 was legal in the country that Profile Solutions was
15 doing business in, when cannabis was legal in that
16 country, you included that fact in the press
17 release.

18 Agree or not?

19 A. I agree.

20 Q. But when it wasn't legal in the
21 country like with Eswatini, you did not include it.

22 Agree?

23 A. No. No, because we put subject to
24 government approval. That's what that -- that's
25 the wording that we put. I don't know what to tell

1 you. That's what we put.

2 Q. Mr. Tucker, the Eswatini press
3 releases, you agree with me, they speak for
4 themselves?

5 A. Yes.

6 Q. They are what they are, aren't they?

7 A. Yes. Yes.

8 Q. And there's not a single one that is
9 going to say that it is not legal in Eswatini, that
10 cannabis is not legal in Eswatini.

11 You agree with me or not?

12 A. Yes. Yes.

13 Q. You never put that in there?

14 A. No.

15 Q. Did you ever put in a press release
16 about the Eswatini deals or about Eswatini and
17 Profile Solutions, did you ever put in a single
18 press release or Tweet that cannabis was not legal
19 in Eswatini?

20 MR. PERRY: Objection. Asked and
21 answered.

22 THE WITNESS: We put subject to
23 government approval. What can I tell you?

24 BY MS. BERLIN:

25 Q. Please answer the question.

1 A. No. No. No, I did not.

2 Q. I know you want to talk about other
3 things, but I want to leave.

4 A. You're right. No. No.

5 MR. PERRY: He just answered the
6 question.

7 BY MS. BERLIN:

8 Q. Answer the question. I'm going to ask
9 it again because I want a clear answer, and it's
10 not clear to me.

11 Yes or no?

12 A. No.

13 Q. You -- in every press release for
14 Profile Solutions where it references Eswatini, you
15 never disclosed that cannabis was not legal in
16 Eswatini; is that correct?

17 A. Correct.

18 Q. Now, let's continue looking at your
19 affirmative defenses. Could you please go there.

20 A. I don't have it in my...

21 Q. I'm going to give it to you again.

22 51. I think I took it from you, I'm sorry. 51.

23 Look at your third affirmative defense. You say
24 there's no reasonable likelihood that any violation
25 will be repeated.

1 Do you see that? It's on Page 51.

2 A. Okay. I have Page 51. What am I
3 looking at?

4 Q. Do you see where your affirmative
5 defense is that there's no reasonable likelihood
6 that a violation will be repeated?

7 A. Yes.

8 Q. Mr. Tucker, you continue working
9 exclusively for publicly traded entities who have
10 penny stocks.

11 Agreed?

12 A. Yes.

13 Q. And you continue drafting press
14 releases. You've testified you have the Twitter
15 accounts for those as well.

16 Yes or no?

17 A. Some of them, yes.

18 Q. Let's look at your fourth. You claim
19 that any violation was isolated or unintentional.

20 Do you see that?

21 A. Yes.

22 Q. How many years did you work at Profile
23 Solutions?

24 A. A -- a years and a half or something.
25 Two years.

1 Q. Okay. How many -- how many press
2 releases did you draft about potential -- Es- --
3 about Eswatini and Profile Solutions?

4 MR. PERRY: Objection to form.

5 BY MS. BERLIN:

6 Q. If you remember.

7 A. I think there were like two or three
8 or something like that.

9 Q. Okay. And then also the Tweets,
10 correct?

11 A. Correct.

12 Q. And would you agree with me that that
13 conduct where there are Tweets or press releases
14 going out, it covers about -- it expands at least a
15 year?

16 A. Correct.

17 Q. Let's look at your fifth affirmative
18 defense. Well, we -- I think we've covered that.
19 Let's look at your sixth affirmative defense. Do
20 you see that? And you see your seventh affirmative
21 defense, where you're claiming this is a selective
22 prosecution --

23 A. Yes.

24 Q. -- motivated by arbitrator unjust
25 consideration.

1 Do you see that --

2 A. Yes.

3 Q. -- in your seventh affirmative
4 defense?

5 A. Yes.

6 Q. Mr. Tucker, is it true you are not
7 privy to the SEC's investigation or decisionmaking,
8 correct? Mr. Tucker.

9 A. I'm not -- I'm not privy to -- no.

10 Q. You have no idea, and you under- -- do
11 you understand that when cases are brought by the
12 SEC and they are decided if there's a vote by the
13 five commissioners of the Securities and Exchange
14 Commission?

15 Do you understand that?

16 A. I -- I -- no. I don't know the
17 procedure.

18 Q. Okay.

19 A. I'm not denying you.

20 Q. Well, what evidence do you have to
21 support your allegation that the commission, the
22 Securities and Exchange Commission, a federal
23 agency, engaged in selective prosecution motivated
24 by arbitrary or unjust considerations.

25 Why do you have -- why would you plead

1 that?

2 A. I am absolutely under the belief that
3 what happened to me 35, 40 years ago with F.D.
4 Roberts Securities is being held against me today.

5 Q. And so, but Mr. Tucker, my -- my
6 question isn't about your personal beliefs or your
7 personal feelings.

8 A. You asked me why do I believe that --
9 (Simultaneous conversation.)

10 BY MS. BERLIN:

11 Q. You put this in the legal pleading,
12 okay? I'm asking you about evidence. Do you have
13 any evidence that when the five commissioners voted
14 to bring a case against you, that we are now taking
15 a deposition in, that those five commissioners of
16 the Securities and Exchange Commission made a
17 decision that was arbitrary or unjust?

18 A. I do.

19 Q. What's the evidence?

20 A. When -- when I the everyday, the whole
21 like first page is all about F.D. Roberts
22 Securities, so that's why I believe that had some-
23 -- something to do with their opinion of whether
24 the --

25 (Simultaneous conversation.)

1 BY MS. BERLIN:

2 Q. My question is not about --

3 A. Well, that's my answer.

4 Q. Okay. But let me explain. My
5 question is not about the complaint that I drafted,
6 okay --

7 A. Okay.

8 Q. -- or the background material that's
9 about your background, okay? My question is about
10 when the commission -- five commissioners of the
11 SEC voted to bring this case against you, yes or
12 no, do you have any evidence of what they even
13 considered?

14 A. That's my -- the background
15 information that I guess you provided is -- was
16 used as a basis for them to go after me, because I
17 -- all I did was work for this company.

18 Q. Mr. -- Mr. Tucker, do you have --

19 A. Yeah.

20 Q. -- evidence of that or are you just
21 speculating?

22 A. That's my belief. That's my belief.

23 Q. Okay.

24 A. That's my belief.

25 Q. I'm not asking about your belief.

1 Mr. Tucker, what I'm trying to get at --

2 A. Yeah.

3 Q. -- is the government meetings where
4 they decide what cases to bring and not are
5 nonpublic.

6 A. Okay.

7 Q. You've made allegations about how the
8 SEC made its decision. I'm asking you, do you have
9 inside -- do you have information about what the
10 commission considered and how they reached their
11 decision, yes or no?

12 A. No.

13 Q. So you have nonpublic information
14 about the SEC's investigation, correct?

15 A. Correct.

16 Q. You have no inside nonpublic
17 information about what the five commissioners of
18 the SEC deliberated or decided on, correct; is that
19 correct, or do you?

20 A. I still stand by this statement.

21 Q. Mr. -- just Mr. Tucker --

22 A. Yeah.

23 Q. -- okay? I'm asking you a question.
24 Answer what I'm asking, please.

25 A. Okay.

1 Q. Do you have evidence, yes or no?

2 A. No. No.

3 Q. Okay. You have your feeling and
4 speculation, and that's it, correct, yes or no?

5 A. I have -- I guess I have no evidence.
6 I have my belief.

7 Q. Okay. We're finished. Set that
8 aside. And actually, let me -- let me show you my
9 copy for the eighth one. So in your eighth copy,
10 you're -- you make a reference to exculpatory
11 evidence. Do you see that? Do you see the
12 reference to "exculpatory"? I can point it out to
13 you if it's easier.

14 Do you see the word?

15 A. Yes.

16 Q. What are you referring to? What
17 exculpatory evidence is there?

18 MR. PERRY: Objection. Calls for a
19 legal conclusion.

20 BY MS. BERLIN:

21 Q. I'm not asking you for a legal
22 conclusion. Do you know what that means,
23 "exculpatory evidence," meaning evidence that shows
24 you didn't engage in the conduct. What are you
25 referencing in your eighth affirmative defense

1 fact-wise? Which documents? What evidence?

2 Please identify them.

3 A. Stem Holdings, a -- a public company
4 pops up with a Profile Solutions partner of the
5 transaction, had the same press release, made the
6 same representations, you know, in public filings,
7 in press releases, and no action was taken against
8 Stem Holdings.

9 Q. Okay. Is that it?

10 A. Yeah.

11 Q. Okay. And you don't know if
12 there's -- you're not public -- you understand the
13 SEC is a federal law enforcement agency, correct?

14 Do you?

15 A. Yes.

16 Q. And you understand that investigations
17 are not public, correct?

18 A. Yes.

19 Q. You have no idea what, if any,
20 investigations have occurred or are occurring with
21 respect to Stem Holdings or any other entity in the
22 United States.

23 Isn't that true?

24 A. What I do know there's no charges
25 against them, yes.

1 Q. Just answer the question.

2 A. Yes. Yes.

3 Q. You have no idea.

4 A. I have no idea.

5 Q. It's again, speculation and feelings,
6 correct?

7 A. Yes.

8 Q. Just one moment.

9 MS. BERLIN: I have no questions.

10 We're done.

11 MR. PERRY: I have one question. Just
12 want to ask for clarity.

13 CROSS-EXAMINATION

14 BY MR. PERRY:

15 Q. If you look at the seventh affirmative
16 defense, Mr. Tucker, it says that the commission's
17 decision --

18 MS. BERLIN: Hold on. Just a moment,
19 let me give it to him. I took his copy.

20 MR. PERRY: In Exhibit 5.

21 MS. BERLIN: Here you go.

22 THE WITNESS: Which one we're on?

23 BY MR. PERRY:

24 Q. Seventh defense. It's commission's
25 decision to file this amended complaint because

1 Mr. Tucker, while not bringing civil charges
2 prosecuting another similarly situated entity for
3 the same allege offenses is a selective
4 prosecution.

5 Does that relate to Stem Holdings?

6 A. Yes, it does.

7 Q. Okay. So in order to clarify your
8 previous answer, the seventh affirmative defense is
9 based on the -- your understanding the commission
10 --

11 (Simultaneous conversation.)

12 MS. BERLIN: I'm objecting that this
13 is leading.

14 MR. PERRY: Yeah. Yeah, like --

15 MS. BERLIN: I get it. You're
16 referring your seventh affirmative defense
17 to Stem Holdings?

18 THE WITNESS: Yes.

19 MS. BERLIN: Understood.

20 MR. PERRY: I have no further
21 questions.

22 MS. BERLIN: I think we're done.

23 THE VIDEOGRAPHER: We're off the
24 record. The time is 2:11 p.m.

25 (Thereupon, deposition was concluded at 2:11 p.m.)

CERTIFICATE OF REPORTER

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I, Ashley Munoz, Registered Professional Reporter, Florida Professional Reporter, do hereby certify that I was authorized to and did stenographically report the deposition of Leonard Tucker; that a review of the transcript was not requested; and that the foregoing transcript, pages 1 through 185, is a true record of my stenographic notes.

I FURTHER CERTIFY that I am not a relative, employee, or attorney, or counsel of any of the parties, nor am I a relative or employee of any of the parties' attorney or counsel connected with the action, nor am I financially interested in the action.

DATED this 14th day of June, 2023.

Ashley Muñoz
Ashley Munoz, Registered Professional Reporter Florida Professional Reporter



CERTIFICATE OF OATH

STATE OF FLORIDA

COUNTY OF DADE

I, the undersigned authority, certify
that Leonard Tucker appeared before me and was duly
sworn.

WITNESS my hand and official seal this
6th day of June, 2023.

Ashley Muñoz
Ashley Muñoz

Notary Public State of Florida

My commission Expires: 03-20-26

